Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PLG 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2010

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

PORT LOGISTICS GROUP, INC.

ONE GREEWAY PLAZA, SUITE 400
HOUSTON, TX 77046

2b Employer Identification Number (EIN)
20-8457827

2c Sponsor's telephone number
713-439-1010

2d Business code (see instructions)
551112

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	DAVID W. PFLEGHAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	DAVID W. PFLEGHAR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1013
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	757
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	26
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	783
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	783
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	106
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[ ]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PLG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PORT LOGISTICS GROUP, INC.

D Employer Identification Number (EIN)
20-8457827

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	20109	218288
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2902	1796
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1609996	2087072
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1633007	2307156
	Liabilities			
g	Benefit claims payable	1g	14122	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	14122	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1618885	2307156

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	633	
	(B) Participants	2a(1)(B)	237959	
	(C) Others (including rollovers)	2a(1)(C)	274210	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		512802
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	66	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	306	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		372
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	95216	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		95216
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		258248
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		866638
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	176723	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		176723
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1644	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1644
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		178367
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		688271
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BURR PILGER MAYER, INC. (2) EIN: 26-3839190

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PLG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PORT LOGISTICS GROUP, INC.

D Employer Identification Number (EIN)
20-8457827

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 27-4411131

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PLG 401(k) PLAN

REPORT ON AUDIT OF FINANCIAL STATEMENTS

for the year ended December 31, 2013

PLG 401(k) PLAN

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BPM
BURR PILGER MAYER

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INDEPENDENT AUDITORS' REPORT

To the PLG 401(k) Plan and Participants
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the PLG 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Verisight Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedules

The supplemental schedules (1) schedule H, line 4i-schedule of assets (held at end of year) and (2) schedule H, line 4a-schedule of delinquent participant contributions as of or for the year ended December 31, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Burr Pilger Mayer, Inc.

San Jose, California
October 6, 2014

PLG 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	$ 2,087,072	$ 1,370,363
Money market fund	218,288	259,742
Total investments	2,305,360	1,630,105
Participant notes receivable	1,796	2,902
Total assets	2,307,156	1,633,007
LIABILITIES		
Excess contributions	38,842	18,374
Net assets available for benefits	$ 2,268,314	$ 1,614,633

The accompanying notes are an integral part of these financial statements.

PLG 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the year ended December 31, 2013

Additions to net assets attributable to:		
Investment income:		
Net appreciation in fair value of mutual funds, net of fees	$	244,126
Dividends and interest		95,282
Total investment income		339,408
Interest on participant notes receivable		306
Contributions:		
Participants' salary deferrals		237,959
Rollover contributions		274,210
Other employer contributions		633
Total contributions		512,802
Total additions		852,516
Deductions from net assets attributable to:		
Benefits paid to participants		159,573
Administrative expenses		1,644
Total deductions		198,835
Net increase in net assets		653,681
Net assets available for benefits:		
Beginning of year		1,614,633
End of year	$	2,268,314

The accompanying notes are an integral part of these financial statements.

1. Description of Plan

The following description of the PLG 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted by Port Logistics Group, Inc. (the "Company" and "Plan sponsor") on January 1, 2010. The Plan document was most recently amended and restated on April 1, 2011. The Plan is defined as a contribution retirement plan of the profit-sharing type containing a cash or deferred arrangement described in Internal Revenue Code (IRC) Section 401(a). All full-time employees of the Company and participating employers: DSJ Acquisition, Inc. (excluding truck drivers that are union employees), Transport Express, Inc., TPE Acquisition, Inc., DSJ West, Inc., and DSJ Employment, Inc. are eligible to participate in the Plan providing they are at least age 21 for non-union employees and no age requirement for union employees. Leased employees are excluded from participating in the Plan. Participants may enter the Plan on the first day of the month following eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and certain provisions of the IRC.

Amendment

Effective January 1, 2013, the Plan has been amended to recognize past service with Pacific Distribution Services, Inc. and DSJ Employment, Inc.

Plan Administration

The Company is the administrator of the Plan. As administrator, the Company has exclusive authority and responsibility for all matters in connection with the operation and administration of the Plan (including the authority and responsibility to invest, manage, and control the assets of the Plan specifically allocated to the trustee). Verisight Trust Company ("Verisight") is the appointed trustee of the Plan and acted at the direction of the Plan's administrator. The Company pays the majority of all necessary and proper expenses incurred in the administration of the Plan. Such expenses were primarily comprised of legal fees, auditing fees, and expenses relating to the maintenance of the Plan's records.

Contributions

Employees who elect to participate in the Plan may contribute a portion of their salary up to the limits imposed by Section 402(g) and 415 of the IRC. Participants who have attained age 50 before the end of a calendar year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. Participant may designate all or a portion of their elective deferrals as Roth elective deferrals. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan sponsor may make discretionary matching employer contributions based on a discretionary percentage of a participant's compensation or a discretionary dollar amount as determined by the Plan sponsor. Additionally, the Plan allows for non-elective profit sharing contributions at the discretion of the Plan sponsor. Participants must be employed at the end of the Plan year in order to receive any qualified non-elective employer contributions. For 2013 the Plan Sponsor did not make or approve any employer contributions.

Continued

1. **Description of Plan**, continue

Participant Accounts

Each participant's account is credited with the participant's contributions, employer contributions (if any), Plan earnings or losses, and rollovers from other qualified plans. Plan earnings or losses are allocated based upon each participant's account balance. Certain fees are charged to the fund investments and are offset against Plan investment income and loss as presented on the statement of changes in net assets available for benefits. Participants should refer to the prospectuses of these funds for details on the various types and amounts of investment fees charged to the Plan and their individual accounts.

Vesting

Participant contributions, rollovers and net earnings on these contributions, are fully vested when made or earned.

Employer matching contributions and non-elective profit sharing contributions vest as follows:

Vesting Schedule	
Years of Service	Vesting Percentage
0-2	0%
3	100%

Transport Express Vesting Schedule	
Years of Service	Vesting Percentage
0	0%
1	10%
2	25%
3	100%

Participant Notes Receivable

Loans to participants are not permitted by the Plan. Participant notes receivable that were part of the transfer of assets from other plans are allowed by the Plan. Loans are to be repaid under the terms established prior to them being transferred into the Plan. Payments on participant loans shall be repaid through automatic deductions through regular payroll. Interest rates on participant notes receivable ranged from 4.25% to 9.25%.

Payments of Benefits

When participants leave the Company upon normal retirement (age 65) or for any other reason, those participants (or their beneficiaries) may receive their benefits in a single lump-sum amount equal to the value of the participant's vested interest in their accounts. The Plan allows for in-service withdrawals at age 59½ and for certain heavy financial need (hardship) as defined by the Plan document. In order to receive distributions, participants (or their beneficiaries) are required to file the appropriate forms with the Plan administrator. Account values will be determined as of the day the distribution is made. Distributions under the Plan shall generally be made as soon as possible after the date of retirement, death or termination of employment. The participant may elect, at the time to have all or a portion paid directly to an eligible retirement plan specified by the participant. The Plan allows for automatic lump-sum distributions of participant vested account balances that do not exceed $5,000.

Continued

1. **Description of Plan,** continued

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions in percentage increments into a series of mutual or money market funds offered by the Plan. Participants may change their investment options as of the first day of each month.

Forfeitures

Forfeitures that occur during a Plan year will be used to pay administrative expenses and to reduce future employer contributions. Forfeitures for the years ending December 31, 2013 and 2012 were approximately $1,400 and $1,000, respectively. Forfeitures utilized to pay administrative fees for the year ended December 31, 2013 amounted to approximately $400.

2. **Summary of Significant Accounting Policies**

Method of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Investment contracts held by a defined-contribution plan are required to report investments at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, disclosure of contingent assets and liabilities and changes in net assets available for benefits. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

All investments are recorded at fair value based upon active market values determined by investment advisors as required under ERISA regulations.

Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the valuation period. In accordance with the policy of stating investments at fair value, net realized and unrealized appreciation for the year is reflected in the statement of changes in net assets available for benefits.

Purchases and sales of securities are reflected on a trade date basis. Interest is recorded as earned on an accrual basis. Dividends are recorded on the ex-dividend date.

2. **Summary of Significant Accounting Policies,** continued

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes receivable are reclassified as distributions based upon the terms of the Plan document.

Recognition of Benefit Payments

Benefits are recorded when paid.

3. **Investments**

The following presents the fair values of investments and those individual investments representing five percent (5%) or more of the Plan's net assets at December 31, 2013 and 2012:

	2013	2012
Vanguard 500 Index Signal Fund	$ 218,420	$ 131,692
Vanguard Prime Money Market Fund	218,288	239,633
American Funds Growth Fund of America **	186,782	-
Vanguard Windsor II Admiral Shares Fund	177,704	99,326
Sentinel Small Company Fund **	159,127	-
Vanguard Target Retirement 2045 Fund	143,607	146,842
Perkins Small Cap Value Fund **	117,931	-
Oppenheimer Developing Markets Fund *	-	119,602
Vanguard Target Retirement 2020 Fund*	-	95,455
PIMCO Return Institutional Fund *	-	86,893
Investments individually less than 5%	1,083,501	710,662
	$ 2,305,360	$ 1,630,105

* investments less than 5% in current year

** investments less than 5% in prior year

During 2013, the Plan's investments (which consisted of mutual funds), including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $244,126.

4. Information Prepared and Certified by the Trustee (Unaudited)

At December 31, 2013 and 2012, and for the year ended December 31, 2013 the Plan's investments were held by Verisight, the trustee. The following is a summary of the Plan's financial information that is included in the financial statements and supplemental schedule based on information certified by the trustee as complete and accurate in accordance with Section 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA:

	2013	2012
Mutual funds	$ 2,087,072	$ 1,370,363
Money market fund	218,288	259,742
	$ 2,305,360	$ 1,630,105
Net appreciation in fair value of investments	$ 244,126	
Dividends and interest	$ 95,282	

5. Fair Value Measurements

Accounting Standards for fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under these accounting standards are described below:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: inputs are unobservable inputs for the asset or liability.

Continued

5. Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Cap	$ 648,707	$ -	$ -	$ 648,707
Blended	490,752	-	-	490,752
Small Cap	335,685	-	-	335,685
International	216,765	-	-	216,765
Bond	191,083	-	-	191,083
Mid-Cap	155,481	-	-	155,481
Government	48,599	-	-	48,599
Money Market Fund	218,288	-	-	218,288
	$ 2,305,360	$ -	$ -	$ 2,305,360

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Blended	$ 357,742	$ -	$ -	$ 357,742
Large Cap	293,899	-	-	293,899
International	253,949	-	-	253,949
Bond	151,134	-	-	151,134
Small Cap	137,041	-	-	137,041
Mid-Cap	127,944	-	-	127,944
Government	48,654	-	-	48,654
Money Market Funds	259,742	-	-	259,742
	$ 1,630,105	$ -	$ -	$ 1,630,105

The Plan's valuation methodology used to measure the fair values of mutual and money market funds was derived from quoted market prices as all of these instruments have active markets.

6. Related Party Transactions

Certain Plan investments in mutual and money market funds are managed by Verisight, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan, and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Plan has adopted a prototype plan that has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008. The Plan has been amended since receiving that opinion letter. However, the Plan administrator and sponsor believes that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC and ERISA, and that the trust, which forms a part of the Plan, is exempt from income tax. Accordingly, no provision has been made for federal or state income taxes.

Continued

7. **Tax Status**, continued

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2010 the applicable statute of limitations.

8. **Plan Termination**

The Company has established the Plan with the intention and expectation that the Plan will continue indefinitely. However, the Company reserves the right at any time to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in any employer contributions and distributions would be made to participants as described in the Plan agreement.

9. **Risks and Uncertainties**

The Plan provides for various investment options in any combination of mutual funds and a money market fund offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks will occur in the near term that could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

10. **Excess Contributions**

At December 31, 2013 and 2012, payables of approximately $39,000 and $18,000, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS.

11. **Reconciliation of Financial Statements to the Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to the Form 5500:

	2013	2012
Per the financial statements	$ 2,268,314	$ 1,614,633
Benefit claim payable	-	(14,122)
Excess contribution refundable	38,842	18,374
Per the Form 5500	$ 2,307,156	$ 1,618,885

11. Reconciliation of Financial Statements to the Form 5500, continued

The following is a reconciliation of the net increase in net assets per the financial statements as of and for the year ended December 31, 2013 to the Form 5500

Per the financial statements	$	653,681
Excess contribution refundable 2013		38,842
Excess contribution refundable 2012		(18,374)
Benefit claim payable 2012		14,122
Per the Form 5500	$	688,271

12. Subsequent Events

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through October 6, 2014, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred, since December 31, 2013 that require recognition or disclosure in such financial statements.

SUPPLEMENTAL SCHEDULES

PLG 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(EIN: 20-8457827 - PLAN NUMBER: 001)

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Verisight Trust Company:		
	Vanguard 500 Index Signal Fund	Mutual fund	$ 218,420
	American Funds Growth Fund of America	Mutual fund	186,782
	Vanguard Windsor II Admiral Shares Fund	Mutual fund	177,704
	Sentinel Small Company Fund	Mutual fund	159,127
	Vanguard Target Retirement 2045 Fund	Mutual fund	143,607
	Perkins Small Cap Value Fund	Mutual fund	117,931
	Vanguard Mid Cap Growth Fund	Mutual fund	106,087
	Vanguard Target Retirement 2030 Fund	Mutual fund	93,469
	PIMCO Total Return Institutional Fund	Mutual fund	92,057
	Vanguard Target Retirement 2020 Fund	Mutual fund	91,516
	Vanguard Selected Value Fund	Mutual fund	84,996
	Vanguard International Value Fund	Mutual fund	76,607
	Vanguard Total International Stock Index Signal Fund	Mutual fund	72,910
	Vanguard Target Retirement 2025 Fund	Mutual fund	69,494
	Vanguard Total Stock Market Index Signal Fund	Mutual fund	65,801
	Vanguard Inflation-Protected Securities Fund	Mutual fund	63,424
	Vanguard Small Cap Index Signal Fund	Mutual fund	58,627
	Oppenheimer Developing Markets Fund	Mutual fund	49,465
	Vanguard GNMA Admiral Shares Fund	Mutual fund	43,288
	Vanguard Target Retirement 2035 Fund	Mutual fund	36,415
	Vanguard Target Retirement 2015 Fund	Mutual fund	34,535
	American Funds EuroPacific Growth Fund	Mutual fund	13,803
	Vanguard Target Retirement 2040 Fund	Mutual fund	9,852
	Vanguard Target Retirement 2010 Fund	Mutual fund	6,991
	Vanguard Short-Term Federal Fund Admiral Shares	Mutual fund	5,311
	American Funds Capital World Bond Fund	Mutual fund	3,980
	Vanguard Target Retirement Income Fund	Mutual fund	2,628
	Vanguard Target Retirement 2050 Fund	Mutual fund	1,963
	Vanguard Target Retirement 2055 Fund	Mutual fund	282
			2,087,072
	Vanguard Prime Money Market Fund	Money market fund	218,288
*	Participant Notes Receivable	Interest rates ranging from 4.25% to 9.25%; various maturities	1,796
			$ 2,307,156

* Party-in-interest

PLG 401(k) PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

(EIN: 20-8457827 - PLAN NUMBER: 001)

December 31, 2013

Participant Contributions Transferred Late to Plan	Nonexempt Prohibited Transactions Contributions Not Corrected
January 23, 2013	$ 69
April 7, 2013	1,448
April 21, 2013	1,147
May 5, 2013	1,444
May 19, 2013	1,424
June 7, 2013	1,754
June 16, 2013	1,767
July 29, 2013	1,767
June 30, 2013	1,741
August 30, 2013	1,773
September 8, 2013	1,765
September 18, 2013	9,139
September 22, 2013	1,750
	$ 26,988

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning **01/01/2013** and ending **12/31/2013**

Name of plan
PLG 401(K) PLAN

Employer Identification Number
20-8457827

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	MUTUAL FUND	AMERICAN FDS CAP WORLD BOND		3,980
	MUTUAL FUND	AMERICAN FDS EUROPAC GR		13,803
	MUTUAL FUND	AMERICAN FDS GROWTH FUND		186,782
	MUTUAL FUND	OPPENHEIMER DEVEL MKTS		49,465
	MUTUAL FUND	PERKINS SMALL CAP VALUE I		117,931
	MUTUAL FUND	PIMCO TOTAL RETURN INSTL		92,057
	MUTUAL FUND	SENTINEL SMALL CO I		159,127
	MUTUAL FUND	VANGUARD 500 INDEX SIGNAL		218,420
	MUTUAL FUND	VANGUARD GNMA ADM		43,288
	MUTUAL FUND	VANGUARD INFLATION-PRO SECS		63,424
	MUTUAL FUND	VANGUARD INTL VALUE INV		76,607
	MUTUAL FUND	VANGUARD MID CAP GROWTH INV		106,087
	MUTUAL FUND	VANGUARD PRIME MONEY MARKET		218,288
	MUTUAL FUND	VANGUARD SELECTED VALUE INV		84,996
	MUTUAL FUND	VANGARD SHORT-TERM FEDERAL		5,311
	MUTUAL FUND	VANGUARD SMALL CAP INDEX		58,627
	MUTUAL FUND	VANGUARD TARGET RETIRE 2010		6,991
	MUTUAL FUND	VANGUARD TARGET RETIRE 2015		34,535
	MUTUAL FUND	VANGUARD TARGET RETIRE 2020		91,516
	MUTUAL FUND	VANGUARD TARGET RETIRE 2025		69,494
	MUTUAL FUND	VANGUARD TARGET RETIRE 2030		93,469
	MUTUAL FUND	VANGUARD TARGET RETIRE 2035		36,415
	MUTUAL FUND	VANGUARD TARGET RETIRE 2040		9,852
	MUTUAL FUND	VANGUARD TARGET RETIRE 2045		143,607
	MUTUAL FUND	VANGUARD TARGET RETIRE 2050		1,963
	MUTUAL FUND	VANGUARD TARGET RETIRE 2055		282
	MUTUAL FUND	VANGUARD TARGET RETIRE NCOME		2,628
	MUTUAL FUND	VANGUARD TOTAL INTL STK INDEX		72,910
	MUTUAL FUND	VANGUARD TOTAL STOCK MKT IDX		65,801
	MUTUAL FUND	VANGUARD WINDSOR II ADM		177,704
	PARTICIPANT LOANS	INTEREST RATE: 4.25%		1,796