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
U.S. TELEPACIFIC CORP. 401(K) PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

U.S. TELEPACIFIC CORP.

515 S. FLOWER STREET - 47TH FLOOR
LOS ANGELES, CA 90071-2201

2b Employer Identification Number (EIN)
95-4593876

2c Sponsor's telephone number
702-310-7401

2d Business code (see instructions)
517000

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.	10/13/2014	FRANK FORGO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	FRANK FORGO
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	1702
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**	1797
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	173
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1972
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	1974
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	707
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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
U.S. TELEPACIFIC CORP. 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. TELEPACIFIC CORP.

D Employer Identification Number (EIN)
95-4593876

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SEI TRUST COMPANY

06-1271230

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MASSMUTUAL RETIREMENT SERVICES

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 59 60 62 63 64 65 72 99	N/A	17886	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY SMITH BARNEY

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	50336	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

MILLER, KAPLAN, ARASE & CO.

95-2036255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50	N/A	23465	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MESIROW FINANCIAL INVESTMENT MANAGE

36-3429599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	22	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

RELIANCE TRUST COMPANY

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 99 25	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	1095	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSMUTUAL RETIREMENT SERVICES, LLC	52 59 60 62 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED SCHEDULE C REPORT 26-1589907	SEE ATTACHED FORM 5500 SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	55	50336

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MML DISTRIBUTORS, LLC 04-3356880	SEE ATTACHED FORM 5500 SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 25 99	1095

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MASSMUTUAL RETIREMENT SERVICES, LLC 26-1589907	SEE ATTACHED FORM 5500 SCHEDULE C REPORT

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MANAGE	49	22

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MASSMUTUAL LIFE INSURANCE CO. 04-1590850	SEE ATTACHED FORM 5500 SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **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
U.S. TELEPACIFIC CORP. 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
U.S. TELEPACIFIC CORP.

D Employer Identification Number (EIN)
95-4593876

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FIXED FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2852249-002	C	2607827

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
U.S. TELEPACIFIC CORP. 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. TELEPACIFIC CORP.

D Employer Identification Number (EIN)
95-4593876

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)	404927	11930627
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	840001	1026937
(9) Value of interest in common/collective trusts	1c(9)	2214981	2607827
(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)	16914613	20965573
(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	20374522	36530964
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	20374522	36530964

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)	2935	
	(B) Participants	2a(1)(B)	2317185	
	(C) Others (including rollovers)	2a(1)(C)	218753	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2538873
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	35344	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		35344
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	870854	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		870854
	(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)		0
	(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3237
(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)		3299064
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		6747372
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2359866	
(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)		2359866
f Corrective distributions (see instructions)	2f		108208
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)	41351	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41351
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2509425
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4237947
l Transfers of assets:			
(1) To this plan	2l(1)		11930627
(2) From this plan	2l(2)		12132

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: MILLER KAPLAN ARASE LLP **(2)** EIN: 95-2036255

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		3000000
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		X	

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)
MPOWER COMMUNICATIONS 401K PLAN	88-0360042	001

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
U.S. TELEPACIFIC CORP. 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. TELEPACIFIC CORP.

D Employer Identification Number (EIN)
95-4593876

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** 0

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): 06-0974148

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):

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST

I N D E X

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EXHIBIT "B"	- Statement of Changes in Net Assets Available for Benefits - January 1, 2013 to December 31, 2013	4
NOTES TO FINANCIAL STATEMENTS		5-10
SUPPLEMENTAL SCHEDULE		
SCHEDULE 1	- Schedule of Assets (Held At End of Year) - December 31, 2013	11

MKA MILLER KAPLAN ARASE LLP
CERTIFIED PUBLIC ACCOUNTANTS SINCE 1941

INDEPENDENT AUDITORS' REPORT

401(k) Employee Council
U.S. TelePacific Corp. 401(k) Plan and Trust
515 South Flower Street, 47th Floor
Los Angeles, California 90071

Members of the Council:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the U.S. TelePacific Corp. 401(k) Plan and Trust (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

Plan 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.

Auditor's 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 5, which was certified by Reliance 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.

Mannon Kaplan, CPA
George Nadel Rivin, CPA
Edwin Kanemaru, CPA
Kenneth R. Holmer, CPA
Douglas S. Waite, CPA
Donald G. Garrett, CPA
Catherine C. Gardner, CPA
Jeffrey L. Goss, CPA
Richard DeFronzo, JD
Joanna Bolsky, CPA
Ronald D. Chandler, CPA
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Edmond Avaness, CPA
Crane Curran, CPA
Brian J. Harris, CPA
Gregory E. Klein, CPA
Andrew B. Koski, MBA
Grant K. Miller, CPA
Barbara Kogen, CPA
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INTERNATIONAL

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

The supplemental schedule of assets (held at end of year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis is 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 this supplemental schedule.

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 schedule, 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.

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP
North Hollywood, California
September 30, 2014

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual Funds	$ 20,965,573	$ 16,914,613
Common/Collective Trust	2,607,827	2,214,981
TOTAL INVESTMENTS	23,573,400	19,129,594
RECEIVABLES		
Notes Receivable from Participants	1,026,937	840,001
Participant Contributions	95,059	76,773
Transfer from Tel West Network Services 401(k) Plan - Note 10	-	404,927
Transfer from Mpower Communications 401(k) Plan - Note 10	11,930,627	-
TOTAL RECEIVABLES	13,052,623	1,321,701
TOTAL ASSETS	36,626,023	20,451,295
LIABILITIES		
Excess Contributions Payable	116,012	110,707
NET ASSETS AVAILABLE FOR BENEFITS	$ 36,510,011	$ 20,340,588

(Attached notes are an integral part of this statement)

EXHIBIT "B"

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2013 TO DECEMBER 31, 2013

ADDITIONS	
INVESTMENT INCOME	
Interest and Dividends	$ 853,994
Net Appreciation of Investments	3,298,588
TOTAL INVESTMENT INCOME	4,152,582
CONTRIBUTIONS AND OTHER ADDITIONS	
Participant Contributions	2,240,301
QNEC Contributions	2,935
Rollovers	218,753
Interest on Notes Receivable from Participants	35,255
TOTAL CONTRIBUTIONS AND OTHER ADDITIONS	2,497,244
TOTAL ADDITIONS	6,649,826
DEDUCTIONS	
Benefits	2,357,547
Administrative Expenses	41,351
TOTAL DEDUCTIONS	2,398,898
NET INCREASE	4,250,928
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	20,340,588
Transfer to Mpower Communications 401(k) Plan - Note 11	(12,132)
Transfer from Mpower Communications 401(k) Plan - Note 10	11,930,627
End of Year	$ 36,510,011

(Attached notes are an integral part of this statement)

NOTE 1 - DESCRIPTION OF THE PLAN

U.S. TelePacific Corp. 401(k) Plan and Trust (the "Plan") was established on January 1, 1998 to provide voluntary retirement benefits and tax-deferred savings opportunities to eligible employees of U.S. TelePacific Corp. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Certain designated officers of the Company serve as the plan administrator. Investment Fund options are participant-directed.

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Participation

Company employees are eligible to participate in the Plan on the first of the month following the date of hire.

B. Benefits

Benefits under the Plan begin when a participant retires, becomes disabled, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted.

C. Vesting

A participant is fully vested immediately as to voluntary and rollover contributions and related earnings. Employer contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
1	25
2	50
3	75
4	100

Qualified nonelective contributions are always100% vested.

D. Contributions

Participants may contribute to the Plan through tax-deferred salary reductions from 1% to 50% of compensation, as defined in the Plan, and up to 100% of bonuses received during the year, up to a statutory annual maximum as determined by the Internal Revenue Code (the "Code").

The Company may, at its discretion, make matching contributions. There were no matching contributions during the year ended December 31, 2013.

E. Notes Receivable from Participants

A participant is allowed to borrow a maximum of 50% of his or her vested account balance up to $50,000. The maximum loan allowed is reduced by the highest outstanding loan balance

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

E. Notes Receivable from Participants (Continued)

during the previous 12 months. The minimum loan amount is $1,000. Loans must be repaid through payroll deductions within 5 years (unless the loan is for the purchase of a primary residence). All loans must be adequately secured and accrue interest at the current prime rate plus 2%.

F. Forfeitures

Forfeitures of terminated participants' non-vested accounts occurring in a Plan year are applied to reduce Plan expenses. Forfeitures for the year ended December 31, 2013 totaled $9,171. Investments as of December 31, 2013 and 2012 include $2,642 and $23,802, respectively, of forfeited funds available for future use.

G. Expenses

Certain administrative expenses are paid by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

B. Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 - Inputs are quoted prices in active markets.

Level 2 - Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 - Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments based on the inputs used to value them:

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Common/Collective Trust -				
Fixed Fund	$ -	$ 2,607,827	$ -	$ 2,607,827
Mutual Funds:				
Small Value	285,030	-	-	285,030
Mid Cap Value	1,979,218	-	-	1,979,218
Life Cycle	1,065,481	-	-	1,065,481
International	3,465,717	-	-	3,465,717
Index	519,263	-	-	519,263
Bond	773,921	-	-	773,921
Large Blend	1,713,977	-	-	1,713,977
Large Value	976,378	-	-	976,378
Moderate Allocation	5,869,858	-	-	5,869,858
Government	872,097	-	-	872,097
Growth	3,444,633	-	-	3,444,633
	$ 20,965,573	$ 2,607,827	$ -	$ 23,573,400

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/Collective Trust -				
Fixed Fund	$ -	$ 2,214,981	$ -	$ 2,214,981
Mutual Funds:				
Small/Mid Cap	37,188	-	-	37,188
Mid Cap Value	1,478,496	-	-	1,478,496
Life Cycle	773,740	-	-	773,740
International	2,419,501	-	-	2,419,501
Index	550,839	-	-	550,839
Bond	749,772	-	-	749,772
Large Blend	1,309,650	-	-	1,309,650
Large Value	773,501	-	-	773,501
Moderate Allocation	4,964,259	-	-	4,964,259
Government	975,912	-	-	975,912
Growth	2,881,755	-	-	2,881,755
	$ 16,914,613	$ 2,214,981	$ -	$ 19,129,594

Level 1 investments consist of mutual funds valued at fair value based on quoted market prices. Level 2 investments consist of a common/collective trust valued based on values of the underlying investments or matrices of trades and similar investments. The investment objective of the Reliance Trust Company Fixed Fund is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Shares may be redeemed any time at contract value. There are no restrictions on redemptions and no unfunded commitments to purchase additional shares of the common/collective trust.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

D. Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would 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.

E. Payments of Benefits

Benefits are recorded when paid.

NOTE 3 - INCOME TAX STATUS

The Plan is based upon a prototype plan document that has received tax exempt status from the Internal Revenue Service. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the Financial Accounting Standards Board. The Plan administrator believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. The Plan files information returns annually. As of December 31, 2013, returns for years subsequent to 2009 were subject to examination by authorities.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts, and Plan assets would be distributed based upon the participants' account balances at that time.

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2013 and 2012, and investment income for the year ended December 31, 2013 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Reliance Trust Company, the trustee of the Plan.

NOTE 6 - 5% INVESTMENTS

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2013:

NOTE 6 - 5% INVESTMENTS (Continued)

	Fair Value
Reliance Trust Company Fixed Fund	$ 2,607,827
Alliance Bernstein Discovery Value Fund	1,979,218
JP Morgan Large Cap Growth Fund	2,355,899
INVESCO Equity and Income Fund	5,869,858

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2013	December 31, 2012
Net Assets Available for Benefits Per the Financial Statements	$ 36,510,011	$ 20,340,588
Add: Excess Contributions Payable	116,012	110,707
Less: Participant Contributions Receivable	(95,059)	(76,773)
Net Assets Per the Form 5500	$ 36,530,964	$ 20,374,522

The following is a reconciliation of net increase per the financial statements to the Form 5500:

	January 1, 2013 to December 31, 2013
Net Increase Per the Financial Statements	$ 4,250,928
Add: Change in Excess Contributions Payable	5,305
Less: Change in Participant Contributions Receivable	(18,286)
Net Income Per the Form 5500	$ 4,237,947

NOTE 8 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of the trustee. Any purchases and sales of these investments 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 prohibitions of party-in-interest transactions under ERISA.

NOTE 9 - NET APPRECIATION (DEPRECIATION) OF INVESTMENTS

Net appreciation (depreciation) of investments by type of investment for 2013 was as follows:

Common/Collective Trust	$ (49)
Mutual Funds	3,298,637
	$ 3,298,588

NOTE 10 - PLAN MERGER

On December 31, 2012, the assets of the Tel West Network Services 401(k) Plan were transferred into the Plan.

On December 31, 2013, the assets of the Mpower Communications 401(k) Plan were transferred into the Plan.

NOTE 11 - TRANSFER OF PARTICIPANTS' ACCOUNT BALANCE

During the year ended December 31, 2013, one participants' account balance was transferred to the Mpower Communications 401(k) Plan.

NOTE 12 - PLAN AMENDMENTS

On December 31, 2012, the Plan was restated to adopt the Hartford Heart and WRERA Prototype Document.

On December 31, 2012, the Plan was amended to merge the Tel West Network Services 401(k) Plan into the Plan, effective January 1, 2013.

On November 11, 2013, the Plan was amended as follows:

- Merge the Mpower Communications 401(k) Plan into the Plan, effective January 1, 2014.
- Adopt an auto-enrollment feature effective for employees commencing employment on or after January 1, 2014 with a 3% automatic deferral.
- Include Roth 401(k) as an option for deferrals effective January 1, 2014.

NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 30, 2014, the date on which these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4593876; PLAN NO. 001
DECEMBER 31, 2013

Identity of Issuer	Description	Fair Value
	Common/Collective Trust	
Reliance Trust Company*	Fixed Fund	$ 2,607,827
	Mutual Funds	
Alliance Bernstein	Discovery Value Fund	1,979,218
American Funds	EuroPacific Growth Fund	1,058,880
BlackRock	Equity Dividend Fund	976,378
Dreyfus:	Basic S&P 500 Index Fund	519,263
	International Stock Index Fund	122,914
Franklin:	Rising Dividends Fund	1,713,977
	Small Cap Value Fund	285,030
JP Morgan	Large Cap Growth Fund	2,355,899
Oppenheimer	Global Fund	1,205,104
INVESCO	Equity and Income Fund	5,869,858
MFS:	Government Securities Fund	872,097
	Research Bond Fund	773,921
	Research International Fund	1,078,819
Prudential	Jennison Mid Cap Growth Fund	1,088,734
T. Rowe Price:	Retirement 2015 Fund	60,175
	Retirement 2020 Fund	155,550
	Retirement 2025 Fund	225,002
	Retirement 2030 Fund	95,541
	Retirement 2035 Fund	143,866
	Retirement 2040 Fund	97,443
	Retirement 2045 Fund	108,927
	Retirement 2050 Fund	36,063
	Retirement Income Fund	142,914
Participant Loans*	4.25% to 10.25% secured, maturing in various years through 2024	1,026,937
		$ 24,600,337

* Party-in-interest

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.

****

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

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[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

U.S. TELEPACIFIC CORP 401K PLAN (110523639)
EIN #: 95-4593876

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$41,351.40**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: MassMutual Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 59, 60, 62, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$17,886.40**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to MassMutual Retirement Services, LLC ("MMRS") are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation	Payor: Reliance Trust Company	EIN: 58-1428634	**$9.32**

This is an estimate based on the average annual rate of float compensation (0.01% for 2013) earned on certain processing bank accounts for the 2013 calendar year multiplied by an estimate of the assets related to uncashed checks*. This estimate does not include float earned for any other reason (e.g., if amounts remitted to MassMutual cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor. The Plan Sponsor should consult with their tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Rate of Fees and Payments Received By MassMutual with Respect to the Fund* (rates as of 12/31/2013)*	*Total Fund Annual Operating Expenses** (Fund Expense Ratio) (as of 12/31/2013)*
ALLIANCEBER 2010 RET STR-A	13-4064930	0.55% x assets	1.56%
ALLIANCEBER 2020 RET STRATEGY-A	13-4064930	0.55% x assets	1.28%
ALLIANCEBER 2030 RET STRATEGY-A	13-4064930	0.55% x assets	1.33%
ALLIANCEBER 2040 RET STRATEGY-A	13-4064930	0.55% x assets	1.45%
ALLIANCEBERNSTEIN 2005 RET STR-A	13-4064930	0.55% x assets	2.71%
ALLIANCEBERNSTEIN 2015 RET STR-A	13-4064930	0.55% x assets	1.30%
ALLIANCEBERNSTEIN 2025 RET STR-A	13-4064930	0.55% x assets	1.29%
ALLIANCEBERNSTEIN 2035 RET STR-A	13-4064930	0.55% x assets	1.38%
ALLIANCEBERNSTEIN 2045 RET STR-A	13-4064930	0.55% x assets	1.56%
ALLIANCEBERNSTEIN DISC VAL A	13-4064930	0.55% x assets	1.28%
AMERICAN FUNDS EUROPACIFIC-R3	95-1411037	0.65% x assets	1.14%
BLACKROCK EQUITY DIVIDEND FUND-A	13-3806694	0.55% x assets	1.00%
DREYFUS BASIC S&P 500 INDEX FD-A	13-4024319	0.10% x assets	0.21%
DREYFUS INTERNAT'L STOCK INDEX	13-3554128	0.10% x assets	0.61%
FIXED FUND	23-2177800	0.90% x assets	1.49%
FRANKLIN RISING DIVIDENDS FUND-A	13-3151768	0.35% x assets plus $16/particpant	0.98%
FRANKLIN SMALL CAP VALUE-A	13-3151768	0.35% x assets plus $16/particpant	1.28%
INVESCO EQUITY & INCOME-A	76-0343427	0.55% x assets	0.80%
JPMORGAN LARGE CAP GROWTH FUND-A	26-3613641	0.55% x assets	1.20%
LORD ABBETT SMALL-CAP VALUE FD-P	13-6995863	0.45% x assets plus $16/particpant	1.38%
MFS GOVERNMENT SECURITIES FD-R3	04-3158862	0.63% x assets	0.85%
MFS RESEARCH BOND FUND-R3	04-2535629	0.63% x assets	0.91%
MFS RESEARCH INTERNATIONAL R3	04-3158862	0.63% x assets	1.18%
OPPENHEIMER GLOBAL FUND-A	13-2649093	0.55% x assets	1.22%
PRUD JENNISON MID CAP GROWTH-A	13-2631108	0.55% x assets	1.07%
T ROWE PRICE RET 2015-R	52-1151266	0.65% x assets	1.15%
T ROWE PRICE RETIREMENT 2020-R	52-1151266	0.65% x assets	1.19%
T ROWE PRICE RETIREMENT 2025-R	52-1151266	0.65% x assets	1.22%
T ROWE PRICE RETIREMENT 2030-R	52-1151266	0.65% x assets	1.25%
T ROWE PRICE RETIREMENT 2035-R	52-1151266	0.65% x assets	1.27%
T ROWE PRICE RETIREMENT 2040-R	52-1151266	0.65% x assets	1.28%
T ROWE PRICE RETIREMENT 2045-R	52-1151266	0.65% x assets	1.28%

Investment Option Name	*EIN*	*Rate of Fees and Payments Received By MassMutual with Respect to the Fund[*] (rates as of 12/31/2013)*	*Total Fund Annual Operating Expenses[**] (Fund Expense Ratio) (as of 12/31/2013)*
T ROWE PRICE RETIREMENT 2050-R	52-1151266	0.65% x assets	1.28%
T ROWE PRICE RETIREMENT INC-R	52-1151266	0.65% x assets	1.07%

The list includes any investment option held by the plan on at least one month end during the 2013 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

[*] Please note that Hartford Securities Distribution Company, Inc., received the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to MassMutual Retirement Services, LLC ("MMRS") or it's affiliate.

[**]This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that some of the funds available through your service contract or arrangement are funds from the Oppenheimer family of mutual funds, which are affiliated with MassMutual (The Oppenheimer Funds). These affiliated mutual funds have contracts for services with companies that are affiliated with MassMutual. The MassMutual-affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about these affiliated mutual funds, see the applicable fund prospectus.

MassMutual Affiliate	**Services**	**Compensation**
OppenheimerFunds Distributor, Inc.	Principal Underwriter to The Oppenheimer Funds	As Principal Underwriter paid by the Fund in the form of dealer concessions
OFI Global Asset Management, Inc.	Transfer Agent to The Oppenheimer Funds	Paid by the Fund in the form of fees for services
Shareholder Services, Inc. (doing business as OppenheimerFunds Services)	Sub-Transfer Agent to The Oppenheimer Funds	Paid by the Transfer Agent in the form of fees for services
OFI Global Asset Management, Inc.	Investment Adviser to The Oppenheimer Funds	Paid by the Fund in the form of investment advisory fees based on assets under management
OppenheimerFunds, Inc.	Sub-Adviser to The Oppenheimer Funds	Paid by the Investment Adviser in the form of investment advisory fees based on assets under management

Recipient: MORGANSTANLEY SMITHBARNEY LLC EIN: 26-4310844

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* **Sales commission**	Payor: MML Distributors, LLC	EIN: 04-3356880	**$50,010.97**
Additional compensation	Payor: Massachusetts Mutual Life Insurance Company	EIN: 04-1590850	**$325.25**

* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Ethics and Business Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2013 calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Other EIN: 99-9999999

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$23,465.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation **$0.00**

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$1,094.88**
Service Codes: 19, 25, 99

Payors: Massachusetts Mutual Life Insurance Company EIN: 04-1590850
MassMutual Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2013 month end assets by 0.005%/12 and then summing the results.

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual platform package fee ("Model My Goals") **$21.66**
Service code: 49

Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

Direct Revenue Detail

Recipient: *MassMutual Retirement Services, LLC*

Fee Description	Dollar Amount
Holding Account: Hartford Fee	$6,905.50
Loan Set-up Fee	$2,700.00
One-Time Distribution Fee	$2,960.00
Loan Administration Fee	$5,320.90
Total Direct Revenue:	**$17,886.40**

Recipient: *Other*

Fee Description	Dollar Amount
Holding Account: Service Provider Fee	$23,465.00
Total Direct Revenue:	**$23,465.00**

Grand Total Direct Fees:	**$41,351.40**

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST

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MKA MILLER KAPLAN ARASE LLP
CERTIFIED PUBLIC ACCOUNTANTS SINCE 1941

INDEPENDENT AUDITORS' REPORT

401(k) Employee Council
U.S. TelePacific Corp. 401(k) Plan and Trust
515 South Flower Street, 47th Floor
Los Angeles, California 90071

Members of the Council:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the U.S. TelePacific Corp. 401(k) Plan and Trust (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

Plan 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.

Auditor's 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 5, which was certified by Reliance 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.

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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

The supplemental schedule of assets (held at end of year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis is 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 this supplemental schedule.

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 schedule, 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.

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP
North Hollywood, California
September 30, 2014

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual Funds	$ 20,965,573	$ 16,914,613
Common/Collective Trust	2,607,827	2,214,981
TOTAL INVESTMENTS	23,573,400	19,129,594
RECEIVABLES		
Notes Receivable from Participants	1,026,937	840,001
Participant Contributions	95,059	76,773
Transfer from Tel West Network Services 401(k) Plan - Note 10	-	404,927
Transfer from Mpower Communications 401(k) Plan - Note 10	11,930,627	-
TOTAL RECEIVABLES	13,052,623	1,321,701
TOTAL ASSETS	36,626,023	20,451,295
LIABILITIES		
Excess Contributions Payable	116,012	110,707
NET ASSETS AVAILABLE FOR BENEFITS	$ 36,510,011	$ 20,340,588

(Attached notes are an integral part of this statement)

EXHIBIT "B"

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2013 TO DECEMBER 31, 2013

ADDITIONS	
INVESTMENT INCOME	
Interest and Dividends	$ 853,994
Net Appreciation of Investments	3,298,588
TOTAL INVESTMENT INCOME	4,152,582
CONTRIBUTIONS AND OTHER ADDITIONS	
Participant Contributions	2,240,301
QNEC Contributions	2,935
Rollovers	218,753
Interest on Notes Receivable from Participants	35,255
TOTAL CONTRIBUTIONS AND OTHER ADDITIONS	2,497,244
TOTAL ADDITIONS	6,649,826
DEDUCTIONS	
Benefits	2,357,547
Administrative Expenses	41,351
TOTAL DEDUCTIONS	2,398,898
NET INCREASE	4,250,928
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	20,340,588
Transfer to Mpower Communications 401(k) Plan - Note 11	(12,132)
Transfer from Mpower Communications 401(k) Plan - Note 10	11,930,627
End of Year	$ 36,510,011

(Attached notes are an integral part of this statement)

NOTE 1 - DESCRIPTION OF THE PLAN

U.S. TelePacific Corp. 401(k) Plan and Trust (the "Plan") was established on January 1, 1998 to provide voluntary retirement benefits and tax-deferred savings opportunities to eligible employees of U.S. TelePacific Corp. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Certain designated officers of the Company serve as the plan administrator. Investment Fund options are participant-directed.

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Participation

Company employees are eligible to participate in the Plan on the first of the month following the date of hire.

B. Benefits

Benefits under the Plan begin when a participant retires, becomes disabled, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted.

C. Vesting

A participant is fully vested immediately as to voluntary and rollover contributions and related earnings. Employer contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
1	25
2	50
3	75
4	100

Qualified nonelective contributions are always100% vested.

D. Contributions

Participants may contribute to the Plan through tax-deferred salary reductions from 1% to 50% of compensation, as defined in the Plan, and up to 100% of bonuses received during the year, up to a statutory annual maximum as determined by the Internal Revenue Code (the "Code").

The Company may, at its discretion, make matching contributions. There were no matching contributions during the year ended December 31, 2013.

E. Notes Receivable from Participants

A participant is allowed to borrow a maximum of 50% of his or her vested account balance up to $50,000. The maximum loan allowed is reduced by the highest outstanding loan balance

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

E. Notes Receivable from Participants (Continued)

during the previous 12 months. The minimum loan amount is $1,000. Loans must be repaid through payroll deductions within 5 years (unless the loan is for the purchase of a primary residence). All loans must be adequately secured and accrue interest at the current prime rate plus 2%.

F. Forfeitures

Forfeitures of terminated participants' non-vested accounts occurring in a Plan year are applied to reduce Plan expenses. Forfeitures for the year ended December 31, 2013 totaled $9,171. Investments as of December 31, 2013 and 2012 include $2,642 and $23,802, respectively, of forfeited funds available for future use.

G. Expenses

Certain administrative expenses are paid by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

B. Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 - Inputs are quoted prices in active markets.

Level 2 - Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 - Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments based on the inputs used to value them:

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Common/Collective Trust -				
Fixed Fund	$ -	$ 2,607,827	$ -	$ 2,607,827
Mutual Funds:				
Small Value	285,030	-	-	285,030
Mid Cap Value	1,979,218	-	-	1,979,218
Life Cycle	1,065,481	-	-	1,065,481
International	3,465,717	-	-	3,465,717
Index	519,263	-	-	519,263
Bond	773,921	-	-	773,921
Large Blend	1,713,977	-	-	1,713,977
Large Value	976,378	-	-	976,378
Moderate Allocation	5,869,858	-	-	5,869,858
Government	872,097	-	-	872,097
Growth	3,444,633	-	-	3,444,633
	$ 20,965,573	$ 2,607,827	$ -	$ 23,573,400

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/Collective Trust -				
Fixed Fund	$ -	$ 2,214,981	$ -	$ 2,214,981
Mutual Funds:				
Small/Mid Cap	37,188	-	-	37,188
Mid Cap Value	1,478,496	-	-	1,478,496
Life Cycle	773,740	-	-	773,740
International	2,419,501	-	-	2,419,501
Index	550,839	-	-	550,839
Bond	749,772	-	-	749,772
Large Blend	1,309,650	-	-	1,309,650
Large Value	773,501	-	-	773,501
Moderate Allocation	4,964,259	-	-	4,964,259
Government	975,912	-	-	975,912
Growth	2,881,755	-	-	2,881,755
	$ 16,914,613	$ 2,214,981	$ -	$ 19,129,594

Level 1 investments consist of mutual funds valued at fair value based on quoted market prices. Level 2 investments consist of a common/collective trust valued based on values of the underlying investments or matrices of trades and similar investments. The investment objective of the Reliance Trust Company Fixed Fund is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Shares may be redeemed any time at contract value. There are no restrictions on redemptions and no unfunded commitments to purchase additional shares of the common/collective trust.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

D. Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would 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.

E. Payments of Benefits

Benefits are recorded when paid.

NOTE 3 - INCOME TAX STATUS

The Plan is based upon a prototype plan document that has received tax exempt status from the Internal Revenue Service. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the Financial Accounting Standards Board. The Plan administrator believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. The Plan files information returns annually. As of December 31, 2013, returns for years subsequent to 2009 were subject to examination by authorities.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts, and Plan assets would be distributed based upon the participants' account balances at that time.

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2013 and 2012, and investment income for the year ended December 31, 2013 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Reliance Trust Company, the trustee of the Plan.

NOTE 6 - 5% INVESTMENTS

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2013:

NOTE 6 - 5% INVESTMENTS (Continued)

	Fair Value
Reliance Trust Company Fixed Fund	$ 2,607,827
Alliance Bernstein Discovery Value Fund	1,979,218
JP Morgan Large Cap Growth Fund	2,355,899
INVESCO Equity and Income Fund	5,869,858

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2013	December 31, 2012
Net Assets Available for Benefits Per the Financial Statements	$ 36,510,011	$ 20,340,588
Add: Excess Contributions Payable	116,012	110,707
Less: Participant Contributions Receivable	(95,059)	(76,773)
Net Assets Per the Form 5500	$ 36,530,964	$ 20,374,522

The following is a reconciliation of net increase per the financial statements to the Form 5500:

	January 1, 2013 to December 31, 2013
Net Increase Per the Financial Statements	$ 4,250,928
Add: Change in Excess Contributions Payable	5,305
Less: Change in Participant Contributions Receivable	(18,286)
Net Income Per the Form 5500	$ 4,237,947

NOTE 8 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of the trustee. Any purchases and sales of these investments 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 prohibitions of party-in-interest transactions under ERISA.

NOTE 9 - NET APPRECIATION (DEPRECIATION) OF INVESTMENTS

Net appreciation (depreciation) of investments by type of investment for 2013 was as follows:

Common/Collective Trust	$ (49)
Mutual Funds	3,298,637
	$ 3,298,588

NOTE 10 - PLAN MERGER

On December 31, 2012, the assets of the Tel West Network Services 401(k) Plan were transferred into the Plan.

On December 31, 2013, the assets of the Mpower Communications 401(k) Plan were transferred into the Plan.

NOTE 11 - TRANSFER OF PARTICIPANTS' ACCOUNT BALANCE

During the year ended December 31, 2013, one participants' account balance was transferred to the Mpower Communications 401(k) Plan.

NOTE 12 - PLAN AMENDMENTS

On December 31, 2012, the Plan was restated to adopt the Hartford Heart and WRERA Prototype Document.

On December 31, 2012, the Plan was amended to merge the Tel West Network Services 401(k) Plan into the Plan, effective January 1, 2013.

On November 11, 2013, the Plan was amended as follows:

- Merge the Mpower Communications 401(k) Plan into the Plan, effective January 1, 2014.
- Adopt an auto-enrollment feature effective for employees commencing employment on or after January 1, 2014 with a 3% automatic deferral.
- Include Roth 401(k) as an option for deferrals effective January 1, 2014.

NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 30, 2014, the date on which these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

U.S. TELEPACIFIC CORP. 401(k) PLAN AND TRUST
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4593876; PLAN NO. 001
DECEMBER 31, 2013

Identity of Issuer	Description	Fair Value
	Common/Collective Trust	
Reliance Trust Company*	Fixed Fund	$ 2,607,827
	Mutual Funds	
Alliance Bernstein	Discovery Value Fund	1,979,218
American Funds	EuroPacific Growth Fund	1,058,880
BlackRock	Equity Dividend Fund	976,378
Dreyfus:	Basic S&P 500 Index Fund	519,263
	International Stock Index Fund	122,914
Franklin:	Rising Dividends Fund	1,713,977
	Small Cap Value Fund	285,030
JP Morgan	Large Cap Growth Fund	2,355,899
Oppenheimer	Global Fund	1,205,104
INVESCO	Equity and Income Fund	5,869,858
MFS:	Government Securities Fund	872,097
	Research Bond Fund	773,921
	Research International Fund	1,078,819
Prudential	Jennison Mid Cap Growth Fund	1,088,734
T. Rowe Price:	Retirement 2015 Fund	60,175
	Retirement 2020 Fund	155,550
	Retirement 2025 Fund	225,002
	Retirement 2030 Fund	95,541
	Retirement 2035 Fund	143,866
	Retirement 2040 Fund	97,443
	Retirement 2045 Fund	108,927
	Retirement 2050 Fund	36,063
	Retirement Income Fund	142,914
Participant Loans*	4.25% to 10.25% secured, maturing in various years through 2024	1,026,937
		$ 24,600,337

* Party-in-interest