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
AUSTIN ADVANTAGE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1953

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

AUSTIN INDUSTRIES, INC.

TAX DEPARTMENT

3535 TRAVIS STREET SUITE 300
DALLAS, TX 75204-1466

2b Employer Identification Number (EIN)
75-1440225

2c Sponsor's telephone number
214-443-5500

2d Business code (see instructions)
236200

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.	10/15/2014	JOHN K. FOLEY, VICE PRESIDENT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	ALAN P STAKEM, ASSISTANT SECRETARY
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

AUSTIN INDUSTRIES, INC.
TAX DEPARTMENT
3535 TRAVIS STREET SUITE 300
DALLAS, TX 75204

3b Administrator's EIN: 75-1440225

3c Administrator's telephone number: 214-443-5500

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4911
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**	4365
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	417
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4782
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	4782
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2973
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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 2J 2K 2T 3H

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

9a Plan funding arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

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

a Pension Schedules

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

SCHEDULE 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	**B** Three-digit plan number (PN) ▶	
AUSTIN ADVANTAGE 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
AUSTIN INDUSTRIES, INC.	75-1440225	

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).. . . . . ☐ 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

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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)

VANGUARD FIDUCIARY TRUST COMPANY

14321 N NORTHSIGHT BLVD
SCOTSDALE, AZ 85260

23-1945930

(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?
26	NONE	51987	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐

(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 ☐

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)

(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 ☐

(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 ☐

(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
(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.	

(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

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(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 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
AUSTIN ADVANTAGE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AUSTIN INDUSTRIES, INC.

D Employer Identification Number (EIN)
75-1440225

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)	161200	151276
(2) Participant contributions	1b(2)	166536	
(3) Other	1b(3)		
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)	6665506	7130497
(9) Value of interest in common/collective trusts	1c(9)		0
(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)	154084956	175248749
(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	161078198	182530522
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	675	5851
k	Total liabilities (add all amounts in lines 1g through1j)	1k	675	5851
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	161077523	182524671

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)	3194241	
	(B) Participants	2a(1)(B)	10553262	
	(C) Others (including rollovers)	2a(1)(C)	1903337	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		15650840
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6103422	
	(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)	271201	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6374623
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	24474716	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		24474716

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		46500179
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	24907921	
(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)		24907921
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	51987	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		51987
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		24959908
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		21540271
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		93123

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: WEAVER AND TIDWELL LLP (2) EIN: 75-2786316

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			

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)
AUSTIN DBA 401(K) PLAN	75-1440225	005

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

AUSTIN ADVANTAGE 401(k) PLAN

FINANCIAL REPORT

DECEMBER 31, 2013

C O N T E N T S

Page

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

SUPPLEMENTAL SCHEDULES

Schedule H, Line 4i – Schedule of Assets (Held at Year End) 14

INDEPENDENT AUDITOR'S REPORT

To the Retirement Plan Committee
Austin Advantage 401(k) Plan
Dallas, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary 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 and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
October 15, 2014

AUSTIN ADVANTAGE 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value	$ 175,248,749	$ 154,084,956
Notes receivable from participants	7,130,497	6,665,506
Employee contributions receivable	-	166,536
Employer contributions receivable	151,276	161,200
TOTAL ASSETS	182,530,522	161,078,198
LIABILITIES		
Excess contributions payable	5,851	675
NET ASSETS AVAILABLE FOR BENEFITS	$ 182,524,671	$ 161,077,523

The Notes to Financial Statements are an integral part of these statements.

AUSTIN ADVANTAGE 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
ADDITIONS TO		
NET ASSETS ATTRIBUTED TO		
Contributions		
Employee	$ 10,553,262	$ 10,473,294
Employer	3,194,241	3,148,104
Rollover	1,897,432	866,899
Transfer of Plan assets due to merger	-	362,873
Other	5,905	1,974
Investment income		
Interest and dividends	6,374,623	4,108,565
Net appreciation in fair value of investments	24,474,716	11,890,080
TOTAL ADDITIONS	46,500,179	30,851,789
DEDUCTIONS FROM		
NET ASSETS ATTRIBUTED TO		
Administrative expenses	51,987	48,691
Transfer of Plan assets	93,123	-
Benefits paid to participants	24,907,921	16,792,165
TOTAL DEDUCTIONS	25,053,031	16,840,856
Change in net assets available for benefits	21,447,148	14,010,933
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	161,077,523	147,066,590
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 182,524,671	$ 161,077,523

The Notes to Financial Statements are an integral part of these statements.

AUSTIN ADVANTAGE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

The following description of Austin Advantage 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined contribution profit sharing/401(k) plan for employees of Austin Industries, Inc. (Industries) and its subsidiary companies (collectively, the Company), as defined in the Plan document.

Effective January 1, 2007, each eligible employee who is employed on January 1, 2007 shall be eligible to participate as of January 1, 2007, and each other eligible employee shall be eligible to participate as of the entry date coinciding with or next following the ninetieth day after his or her date of employment, provided he/she is an eligible employee on such date. During 2013, the Plan was amended to reduce the waiting period from ninety days to sixty days, effective January 1, 2014. Employees become eligible for company matching contributions upon enrollment. Eligible employees who desire to participate in the Plan must elect to participate on the form or forms provided by the plan administrator and authorize the Company to make payroll deductions for contributions to the Plan. Employees eligible for the Austin DBA 401(k) Plan are not eligible for this Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Effective October 18, 2012, assets and liabilities of the Employers Resource 401(k) Plan attributable to employees of Riopelle Development Company, Inc., an employer that has previously adopted the Plan, have been transferred to the Plan, (hereinafter, the "Riopelle Accounts"). The Riopelle Accounts shall be held, invested and administered in accordance with the terms of this Plan.

Contributions

Effective January 1, 2002, participants may make 401(k) contributions from 1% to 50% of their compensation up to the maximum allowed by law ($17,500 in 2013 and $17,000 in 2012). Effective January 1, 2007, the Company will provide a fixed match totaling 100% of the first 4% of compensation that a participant contributes to the Plan. These fixed matching contributions are divided equally between the Plan and the Austin Industries, Inc. Employee Stock Ownership Plan (ESOP).

Participants, in accordance with the Plan and with approval of the Retirement Plan Committee (the Committee), may transfer distributions from another eligible retirement plan to the Plan (employee rollover contributions) at any time. Effective January 1, 2002, participants who are at least 50 years of age may make an additional ($5,500 in 2013 and 2012) contribution to the Plan. Participants are allowed to make this contribution after their annual deferrals have reached the statutory limits or 50% of annual compensation, whichever is smaller. Participation in any one of several mutual funds or a combination thereof is at the election of the participant.

Plan earnings and appreciation or depreciation of plan assets are allocated to individual participants based upon the mutual fund shares credited to each participant’s account.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Vesting

Generally, a participant employed on or after January 1, 2002 shall be fully vested in Company contributions immediately upon meeting the eligibility requirement for receiving the Company's matching contributions. Employees who left the Company prior to 2002 for reasons other than death, disability, or normal retirement, with less than five years of service, will forfeit their Company contribution accounts after they receive distribution of their account, or after five or more one-year breaks in service, as defined by the Plan.

Distributions

Upon termination, participants employed on or after January 1, 2002, are entitled to receive 100% of their total account balance and all related earnings.

Distributions shall be made, based on the election of the participant, in an immediate lump sum as soon as administratively possible after termination. In the case of termination of employment before age 65, a delayed lump sum at or before age 65 is also offered. Participants who continue to work for the Company past 65 may request a withdrawal of all or part of their entire account, including rollover contributions and vested Company contributions made to the Plan on their behalf. Due to an amendment to the Plan effective October 18, 2012, the in-service withdrawal age was reduced from 65 to 59-1/2 years.

In-service hardship withdrawals may be permitted to the extent the Committee determines that a participant has an immediate and heavy financial need for a permitted purpose.

Loans to Participants

A participant may borrow from the vested portion of his/her account, a minimum of $1,000, but not more than the lesser of the following:

(1) $50,000 less the highest outstanding loan balance during the preceding twelve-month period; or

(2) 50% of the participant's vested interest in his/her account.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Loans to Participants – Continued

The interest-bearing loans are collateralized by the remaining portion of the participant's account. Loan terms may range up to a maximum of four years and eight years for general purpose loans and loans used to purchase a primary residence, respectively. Interest rates are based on a reasonable rate of interest, which is commensurate with the interest rates charged by institutions in the business of lending money for loans of a similar nature. This rate of interest is determined by the Committee or its delegate in its sole discretion. Interest rates are reassessed each calendar quarter and changed as necessary. Interest rates on outstanding loans ranged from 2.25% to 4.95% at December 31, 2013 and 2012. Delinquent participant loans are reclassified as distributions based upon the terms of the plan documents.

Administration

The Retirement Plan Committee, which is appointed by the Board of Directors of Industries, oversees certain aspects of the administration of the Plan. Currently, the Company has elected to pay all administrative expenses of the Plan except for participant loan and maintenance fees, $10.00 per active participant per year and $20.00 per terminated participant per year for recordkeeping fees. The Plan is not currently required to reimburse the Company for any such expenses on its behalf. The Company incurred $70,026 and $76,982 in expenses for the years ended December 31, 2013 and 2012, respectively.

Plan Termination

Although it has not expressed any intent to do so, the Company, by the action of the Board of Directors of Austin Industries, may terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, contributions cease. Payments of participants' accounts, increased or reduced by the participants' pro rata share of subsequent earnings or losses of the Plan, shall be paid in the manner prescribed in the Plan agreement.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Further, due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment Valuation and Income Recognition

Shares of mutual funds are valued at unadjusted published market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Any realized gain or loss on sales of securities is based on revalued cost as of the beginning of the Plan year and purchase price if purchased during the year.

Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on the accrual basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

Benefits

Benefits paid under the Plan to participants are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Uncertain Tax Positions

The Plan has implemented accounting guidance related to accounting for uncertainties in income taxes which prescribes a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. The Plan is required to recognize in its financial statements the financial effects of a tax position if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation, based upon the technical merits of the position. Tax positions taken related to the Plan's tax status have been reviewed and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The Plan files annual informational tax returns. The Plan’s tax years 2010 and thereafter remain subject to examination.

Subsequent Events

The Plan evaluated all events and transactions that occurred after December 31, 2013 through October 15, 2014, the date these financial statements were available to be issued.

NOTE 3. INVESTMENTS

As of December 31, 2013 and 2012, all investments of the Plan were held by Vanguard Fiduciary Trust Company (Vanguard) under a trust agreement with the Company. Participants direct the investment of their accounts among various Vanguard mutual funds designated by the Plan Committee. Vanguard has full discretionary authority for the purchase and sale of investments within the Vanguard registered investment companies, subject to certain restrictions as to the composition of the portfolio.

NOTE 3. INVESTMENTS – CONTINUED

All investment information disclosed in the accompanying financial statements, footnotes, and schedule including investments held at December 31, 2013 and 2012, net appreciation in fair value of investments, and interest and dividends for the years ended December 31, 2013 and 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

The fair value of individual investments that represent 5% or more of the Plan's net assets (denoted by *) at December 31, 2013 and 2012 are as follows:

	2013		2012	
Vanguard Prime Money Market Fund	$ 17,365,028	*	$ 18,443,304	*
Vanguard Wellington Fund Investor Shares	40,007,794	*	39,130,925	*
Vanguard 500 Index Fund Investor Shares	30,059,077	*	23,877,732	*
Vanguard Total Bond Market Index Fund	13,513,952	*	15,225,226	*
Vanguard PRIMECAP Fund	18,449,868	*	14,288,405	*
Vanguard Mid-Cap Index Fund Investor Shares	9,463,790	*	7,058,381	

During 2013 and 2012, the Plan's investments, including gains and losses on investments purchased and sold, as well as held during the year appreciated as follows:

	2013	2012
Mutual funds	$ 24,474,716	$ 11,890,080
Net appreciation in fair value of investments	$ 24,474,716	$ 11,890,080

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity.

NOTE 3. INVESTMENTS – CONTINUED

GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs). The three levels of the fair value hierarchy are described below:

Level 1 inputs: Unadjusted, quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 inputs: Inputs (other than quoted market prices included within Level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and fair value is determined through the use of models or other valuation techniques.

Level 3 inputs: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. Fair value for these investments is determined using valuation methodologies that consider a range of factors including but not limited to the nature of the investment, market conditions, current and projected operating performance and changes in operating characteristics of the investment.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during 2013.

Mutual funds: Valued at the unadjusted closing price reported on the active market on which the individual securities are traded.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 3. INVESTMENTS – CONTINUED

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013.

	Level 1	Level 2	Level 3	Total
Mutual funds				
Short-term reserves	$ 17,365,028	$ -	$ -	$ 17,365,028
Blended funds	59,198,729	-	-	59,198,729
Fixed income funds	17,600,395	-	-	17,600,395
Growth funds	36,766,334	-	-	36,766,334
Moderate allocation funds	40,007,794	-	-	40,007,794
Value funds	4,310,469	-	-	4,310,469
Total assets at fair value	$ 175,248,749	$ -	$ -	$ 175,248,749

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	Level 1	Level 2	Level 3	Total
Mutual funds				
Short-term reserves	$ 18,443,304	$ -	$ -	$ 18,443,304
Blended funds	44,614,146	-	-	44,614,146
Fixed income funds	20,764,343	-	-	20,764,343
Growth funds	27,960,409	-	-	27,960,409
Moderate allocation funds	39,130,925	-	-	39,130,925
Value funds	3,171,829	-	-	3,171,829
Total assets at fair value	$ 154,084,956	$ -	$ -	$ 154,084,956

NOTE 4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated September 12, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. In addition, the Plan has no income subject to unrelated business income tax.

NOTE 5. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of various funds managed by Vanguard Fiduciary Trust Company or its affiliates. Vanguard Fiduciary Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL SCHEDULES

AUSTIN ADVANTAGE 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
EMPLOYEE IDENTIFICATION NUMBER 75-1440225 – PLAN NUMBER 001
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Vanguard Prime Money Market	Mutual Fund	**	$ 17,365,028
*	Vanguard Inflation Protected Securities	Mutual Fund	**	2,337,415
*	Vanguard Total Bond Market Index	Mutual Fund	**	13,513,952
*	Target Retirement Fund 2010	Mutual Fund	**	569,048
*	Target Retirement Fund 2015	Mutual Fund	**	2,641,118
*	Target Retirement Fund 2020	Mutual Fund	**	3,771,542
*	Target Retirement Fund 2025	Mutual Fund	**	3,338,715
*	Target Retirement Fund 2030	Mutual Fund	**	1,789,851
*	Target Retirement Fund 2035	Mutual Fund	**	2,691,485
*	Target Retirement Fund 2040	Mutual Fund	**	1,358,496
*	Target Retirement Fund 2045	Mutual Fund	**	1,779,768
*	Target Retirement Fund 2050	Mutual Fund	**	1,427,445
*	Target Retirement Fund 2055	Mutual Fund	**	132,115
*	Target Retirement Fund 2060	Mutual Fund	**	176,279
*	Target Retirement Income	Mutual Fund	**	1,749,028
*	Vanguard Wellington Inv	Mutual Fund	**	40,007,794
*	Vanguard 500 Index Inv	Mutual Fund	**	30,059,077
*	Vanguard Equity Income Inv	Mutual Fund	**	4,310,469
*	Vanguard Explorer Fund	Mutual Fund	**	9,124,464
*	Vanguard Mid-Cap Index Fund	Mutual Fund	**	9,463,790
*	Vanguard PRIMECAP Fund	Mutual Fund	**	18,449,868
*	Vanguard Small-Cap Index	Mutual Fund	**	2,057,424
*	Vanguard International Growth Fund	Mutual Fund	**	7,134,578
*	Participant Notes Receivable	2.25% - 4.95%; maturing at various dates through November 2021	0	7,130,497
				$ 182,379,246

* Party in interest

** Cost information is not applicable as investments are participant directed

AUSTIN ADVANTAGE 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
EMPLOYEE IDENTIFICATION NUMBER 75-1440225 – PLAN NUMBER 001
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Vanguard Prime Money Market	Mutual Fund	**	$ 17,365,028
*	Vanguard Inflation Protected Securities	Mutual Fund	**	2,337,415
*	Vanguard Total Bond Market Index	Mutual Fund	**	13,513,952
*	Target Retirement Fund 2010	Mutual Fund	**	569,048
*	Target Retirement Fund 2015	Mutual Fund	**	2,641,118
*	Target Retirement Fund 2020	Mutual Fund	**	3,771,542
*	Target Retirement Fund 2025	Mutual Fund	**	3,338,715
*	Target Retirement Fund 2030	Mutual Fund	**	1,789,851
*	Target Retirement Fund 2035	Mutual Fund	**	2,691,485
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*	Target Retirement Fund 2050	Mutual Fund	**	1,427,445
*	Target Retirement Fund 2055	Mutual Fund	**	132,115
*	Target Retirement Fund 2060	Mutual Fund	**	176,279
*	Target Retirement Income	Mutual Fund	**	1,749,028
*	Vanguard Wellington Inv	Mutual Fund	**	40,007,794
*	Vanguard 500 Index Inv	Mutual Fund	**	30,059,077
*	Vanguard Equity Income Inv	Mutual Fund	**	4,310,469
*	Vanguard Explorer Fund	Mutual Fund	**	9,124,464
*	Vanguard Mid-Cap Index Fund	Mutual Fund	**	9,463,790
*	Vanguard PRIMECAP Fund	Mutual Fund	**	18,449,868
*	Vanguard Small-Cap Index	Mutual Fund	**	2,057,424
*	Vanguard International Growth Fund	Mutual Fund	**	7,134,578
*	Participant Notes Receivable	2.25% - 4.95%; maturing at various dates through November 2021	0	7,130,497
				$ 182,379,246

* Party in interest

** Cost information is not applicable as investments are participant directed