

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan AMERICAN POP CORN COMPANY PENSION PLAN	1b Three-digit plan number (PN) ▶	001	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) AMERICAN POP CORN COMPANY P.O. BOX 178 SIOUX CITY, IA 51102	1c Effective date of plan	07/01/1964	
	2b Employer Identification Number (EIN)	42-0113600	
	2c Sponsor's telephone number	712-239-1232	
	2d Business code (see instructions)	311900	

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.	01/15/2015	TED TOWNLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/15/2015	TED TOWNLEY
	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) DAVID SCHMIT KING, REINSCH, PROSSER & CO., L.L.P 522 4TH STREET, SUITE 200 SIOUX CITY, IA 51101-1202			Preparer's telephone number (optional) 712-258-5550

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	243
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	140
b Retired or separated participants receiving benefits		6b	81
c Other retired or separated participants entitled to future benefits		6c	28
d Subtotal. Add lines 6a , 6b , and 6c		6d	249
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	
f Total. Add lines 6d and 6e		6f	249
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	5
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: 1A 3D			
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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>AMERICAN POP CORN COMPANY PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>AMERICAN POP CORN COMPANY</u>	D Employer Identification Number (EIN) <u>42-0113600</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>11877988</u>
b Actuarial value	2b <u>11685060</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>81</u> <u>5509827</u>
b For terminated vested participants.....	3b <u>28</u> <u>625485</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>459758</u>
(2) Vested benefits	3c(2) <u>4363278</u>
(3) Total active.....	3c(3) <u>140</u> <u>4823036</u>
d Total.....	3d <u>249</u> <u>10958348</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.31</u> %
6 Target normal cost	6 <u>245165</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
Signature of actuary	Date
<u>THERESE MARSKE</u>	<u>14-05155</u>
Type or print name of actuary	Most recent enrollment number
<u>MILLIMAN, INC.</u>	<u>312-499-5589</u>
Firm name	Telephone number (including area code)
<u>71 S. WACKER DR., 31ST FLOOR</u> <u>CHICAGO, IL 60606-4637</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

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Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>13.28</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1255126
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		87984
c Total available at beginning of current plan year to add to prefunding balance		1343110
d Portion of (c) to be added to prefunding balance		500000
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	500000

Part III Funding Percentages		
14 Funding target attainment percentage	14	102.06 %
15 Adjusted funding target attainment percentage	15	106.63 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.95 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2013	65697				
01/14/2014	65697				
			Totals ►	18(b)	131394
				18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	128103
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	245165	
b Excess assets, if applicable, but not greater than line 31a	31b	226712	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	18453	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35).....	36	18453	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	128103	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	109650	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40		

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 07/01/2013 and ending 06/30/2014		
A Name of plan AMERICAN POP CORN COMPANY PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN POP CORN COMPANY	D Employer Identification Number (EIN) 42-0113600	

Part I	Service Provider Information (see instructions)
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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)

SECURITY NATIONAL BANK

42-0943319

(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?
28 13	NONE	40776	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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014		
A Name of plan AMERICAN POP CORN COMPANY PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN POP CORN COMPANY	D Employer Identification Number (EIN) 42-0113600	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1208411	138420
(2) U.S. Government securities	1c(2)	548087	528668
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	1769372	2875841
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	201040	315600
(B) Common.....	1c(4)(B)	2406028	3237868
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	5745050	6204744

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	11877988	13301141

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11877988	13301141
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	131394	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		131394

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	20	
(B) U.S. Government securities	2b(1)(B)	6959	
(C) Corporate debt instruments	2b(1)(C)	79773	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		86752
(2) Dividends: (A) Preferred stock	2b(2)(A)	12985	
(B) Common stock	2b(2)(B)	60218	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	96798	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		170001
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3480683	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3219426	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		261257
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1395729	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1395729

		(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		2045133

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	581204	
(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)		581204
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)	1984	
(3) Investment advisory and management fees	2i(3)	38792	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		40776
j Total expenses. Add all expense amounts in column (b) and enter total	2j		621980

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1423153
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: KING, REINSCH, PROSSER & CO. L.L.P.

(2) EIN: 42-0941961

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:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.		X	
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)

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.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>AMERICAN POP CORN COMPANY PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN POP CORN COMPANY</u>	D Employer Identification Number (EIN) <u>42-0113600</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-6083776</u> 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 <u>1</u>

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



INDEPENDENT AUDITOR'S REPORT

To the Trustees
American Pop Corn Company Pension Plan
Sioux City, Iowa

Report on the Financial Statements

We have audited the accompanying financial statements of American Pop Corn Company Pension Plan (the Plan), which comprise the statements of net assets available for benefits (modified cash basis) as of June 30, 2014 and 2013, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended and the statements of accumulated plan benefits as of July 1, 2013 and 2012, and the related statements of changes in accumulated plan benefits (modified cash basis) 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 the modified cash basis of accounting described in Note B; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits (modified cash basis) as of June 30, 2014 and 2013, and the changes in net assets available for benefits (modified cash basis) for the years then ended, and its financial status as of July 1, 2013 and 2012 and changes therein for the years then ended in accordance with the modified cash basis of accounting described in Note B.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules (modified cash basis) on pages 18 through 22, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Basis of Accounting

We draw attention to Note B of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Sioux City, Iowa
January 14, 2015

King, Reinisch, Prosser & Co., LLP

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(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
US Treasury NT Infl.	\$101,592 par, 0.625% due 01/15/24	\$ 102,684	\$ 105,275
US Treasury NT Infl.	\$121,869 par, 1.875% due 07/15/15	100,731	126,572
Goldman Sachs Short Duration Govt. Fund	29,272 shares	<u>301,090</u>	<u>296,821</u>
Total U.S. Government Agency securities		<u>\$ 504,505</u>	<u>\$ 528,668</u>
Blackrock High Yield Bond Fund	54,515 shares	\$ 421,642	\$ 460,105
Dreyfus/Standish Global Fixed Income Fund	18,397 shares	386,214	402,531
Goldman Sachs Emerging Mkt Debt Fund	25,472 shares	309,239	327,060
Janus Flexible Bond Fund	23,453 shares	248,835	249,538
Oppenheimer Sr Floating Rate-Y	25,234 shares	210,666	211,965
PIMCO Emerging Local Bond	18,234 shares	192,262	176,868
PIMCO Foreign Bond Fund	37,051 shares	385,931	403,481
PIMCO Total Return Fund	11,426 shares	127,552	125,342
Vanguard Short Term Fed Fund - Adm SHS	35,561 shares	383,209	382,635
Vanguard Total Bond Market Index Fund	12,587 shares	<u>138,557</u>	<u>136,316</u>
Total corporate securities		<u>\$ 2,804,107</u>	<u>\$ 2,875,841</u>
G.S. Financial Square MM Government	138,388 shares	\$ 138,388	\$ 138,388
Cash		<u>32</u>	<u>32</u>
Total cash and cash equivalents		<u>\$ 138,420</u>	<u>\$ 138,420</u>

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
	Allstate Corp.	2,000 shares, 6.750% Preferred	\$ 52,780	\$ 53,060
	First Rep Bank	2,000 shares, 7.000% Preferred	50,535	53,700
	HSBC Holdings PLC	2,000 shares, 6.200% Series A Preferred	50,000	50,680
	Morgan Stanley Capital Trust VI	2,000 shares, 6.600% Preferred	50,000	51,280
	Sce Trust I	2,000 shares, 5.625% Preferred	47,598	47,400
	Wells Fargo & Co.	2,000 shares, 8.000% Preferred	56,410	59,480
	Total preferred stocks		\$ 307,323	\$ 315,600
	Abbott Labs	700 Shares	\$ 17,546	\$ 28,630
	Abbvie, Inc.	600 shares	15,143	33,864
	Advance Auto Parts, Inc.	550 shares	33,636	74,206
	AFLAC, Inc.	1,120 shares	59,454	69,720
	American Water Works Company, Inc.	1,410 shares	58,301	69,724
	Apache Corp.	750 shares	64,936	75,465
	Apple, Inc.	630 shares	48,291	58,546
	AT&T, Inc.	1,660 shares	57,519	58,698
	Baker Hughes, Inc.	1,470 shares	65,957	109,441
	Baxter International, Inc.	770 shares	52,315	55,671
	Berkshire Hathaway, Inc.	800 shares	56,109	101,248
	CA, Inc.	1,380 shares	45,105	39,661
	Chevron Corporation	400 shares	45,321	52,220
	Coca Cola Co.	1,310 shares	40,495	55,492
	Colgate Palmolive Co.	830 shares	33,165	56,589
	Conagra Foods, Inc.	2,000 shares	58,057	59,360
	CSX Corp.	1,490 shares	33,524	45,907
	Dentsply International, Inc.	1,240 shares	48,146	58,714
	Digital Realty Trust, Inc.	1,200 shares	68,226	69,984
	Du Pont E I De Nemours & Co.	850 shares	40,230	55,624
	Emerson Elec. Co.	580 shares	29,884	38,489
	Ensco PLC	840 shares	50,305	46,679
	Fiserv, Inc.	1,700 shares	39,348	102,544

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
General Electric Co.	1,890 shares	\$ 35,082	\$ 49,669
General MLS, Inc.	1,600 shares	52,539	84,064
Home Depot, Inc.	400 shares	22,095	32,384
Illinois Tool Works, Inc.	530 shares	28,214	46,407
International Business Machines Corp.	250 shares	39,702	45,318
Jacobs Energy Group, Inc.	1,500 shares	60,995	79,920
Johnson & Johnson	700 shares	41,866	73,234
Kimberly Clark Corp.	360 shares	30,563	40,039
Laboratory Corp.	650 shares	54,005	66,560
Lockheed Martin Corp.	290 shares	28,691	46,612
McCormick & Co., Inc.	650 shares	37,886	46,534
McDonalds Corp.	360 shares	28,478	36,266
Medtronic, Inc.	950 shares	33,312	60,572
Microsoft Corp.	1,670 shares	48,067	69,639
Nike, Inc. Class B	1,300 shares	42,819	100,815
OMNICOM Group, Inc.	570 shares	29,444	40,595
Oracle Corp.	1,390 shares	35,536	56,337
Owens & Minor, Inc.	910 shares	26,145	30,922
Pepsi Co., Inc.	730 shares	43,911	65,218
Praxair, Inc.	400 shares	35,190	53,136
Prudential Financial, Inc.	460 shares	39,381	40,834
Qualcomm, Inc.	550 shares	26,498	43,560
Rock-Tenn Company Class A	600 shares	59,879	63,354
Schlumberger LTD	675 shares	65,673	79,616
Schnitzer Steel Industries, Inc.	1,300 shares	33,113	33,891
State Street Corp.	900 shares	37,434	60,534
Target Corp.	720 shares	45,896	41,724
Thermo Fisher Scientific, Inc.	1,150 shares	49,240	135,700
Timken Co.	650 shares	16,060	44,096
Union Pacific Corp.	600 shares	26,214	59,850
United Technologies Corp.	450 shares	28,126	51,953
Wal-Mart Stores, Inc.	560 shares	31,494	42,039
Total common stocks		\$ 2,274,561	\$ 3,237,868

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
American Beacon Large Cap Value Fund	10,410 shares	\$ 175,032	\$ 322,710
Columbia Acorn Trust Fund Class Z	2,490 shares	63,631	93,355
G S Commodity Strategy Fund	13,942 shares	83,854	83,236
Goldman Sachs Large Cap Value Fund I	13,001 shares	138,378	237,652
IShares Nasdaq Biotech Index Fund	370 shares	29,586	95,101
IShares S&P Preferred Stock Index Fund	6,000 shares	233,899	239,460
MFS Mass INV Growth Stock	3,610 shares	80,000	88,231
Morgan Stanley US Real Estate Fund	2,829 shares	41,816	53,661
PIMCO Commodity Real Return Strategy Fund	5,645 shares	43,408	34,151
T Rowe Price Growth Stock Fund	9,528 shares	287,800	514,580
Vanguard 500 Index	1,268 shares	197,830	229,305
Vanguard Mid Cap Index	6,182 shares	440,081	908,547
Vanguard Small Cap Value Index	1,026 shares	40,000	46,472
Westport Funds Class I	13,593 shares	258,238	465,815
Total mutual funds - Domestic		\$ 2,113,553	\$ 3,412,276
Columbia Acorn International Fund Class Z	13,456 shares	\$ 520,162	\$ 658,678
Delaware Emerging Markets Fd-I	18,956 shares	284,875	328,124
E I I International Property Fd-I	5,010 shares	71,366	100,858
Oakmark International Fund #109	17,624 shares	362,621	474,077
Templeton Foreign Equity Series	44,800 shares	865,407	1,055,482
Vanguard European Stock Index	2,338 shares	165,173	175,249
Total mutual funds - International		\$ 2,269,604	\$ 2,792,468
Total assets held at the end of year		\$ 10,412,073	\$ 13,301,141

Attachment to 2013 Form 5500
Schedule SB, Line 22 – Summary of Active Participants
Plan name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN:001

(1) Age	(2) Active Group	(3) Retirement Rate	(4) Number Retiring	(5) Column (1) times (4)
60	1000.000	0.0500	50.000	3,000.000
61	950.000	0.0500	47.500	2,897.5000
62	902.500	0.2000	225.6250	13,988.7500
63	722.000	0.1000	72.100	4,548.600
64	649.800	0.1000	64.980	4,158.720
65	584.820	1.0000	<u>584.820</u>	<u>38,013.300</u>
			1000.000	63,809.1208

Weighted Average Retirement Age: $63,809.1208 / 1000 = 63.81$ rounded to age 64

Attachment to 2013 Form 5500
Schedule SB, Line 26 – Summary of Active Participants
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

Number of Participants by Age and Service Groups

Age	Years of Vesting Service										Total
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	
0-24	-	3	-	-	-	-	-	-	-	-	3
25-29	-	7	2	-	-	-	-	-	-	-	9
30-34	-	5	-	-	-	-	-	-	-	-	5
35-39	-	10	3	2	1	-	-	-	-	-	16
40-44	-	8	6	8	1	1	-	-	-	-	24
45-49	-	9	6	3	-	2	-	-	-	-	20
50-54	-	6	8	3	6	3	2	1	-	-	29
55-59	-	1	3	1	-	3	2	-	2	-	12
60-64	-	2	1	4	-	4	3	2	1	-	17
65-69	-	-	1	-	1	1	-	1	-	-	4
70&Up	-	-	-	-	-	-	1	-	-	-	1
Total	-	51	30	21	9	14	8	4	3	-	140

Average Compensation by Age and Service Groups

Age	Years of Vesting Service										Average
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	
0-24	-	20,741	-	-	-	-	-	-	-	-	20,741
25-29	-	26,401	23,645	-	-	-	-	-	-	-	25,789
30-34	-	30,731	-	-	-	-	-	-	-	-	30,731
35-39	-	34,113	54,193	42,578	84,208	-	-	-	-	-	42,067
40-44	-	25,648	64,706	50,979	30,124	76,100	-	-	-	-	46,145
45-49	-	27,045	27,856	45,568	-	83,146	-	-	-	-	35,677
50-54	-	35,914	31,541	30,683	34,572	53,269	48,148	65,900	-	-	37,562
55-59	-	87,600	23,357	26,479	-	31,717	66,943	-	120,850	-	54,574
60-64	-	39,953	25,818	43,120	-	53,493	99,625	36,512	155,600	-	59,981
65-69	-	-	25,917	-	26,163	18,138	-	35,352	-	-	26,392
70&Up	-	-	-	-	-	-	23,903	-	-	-	23,903
Average	-	30,851	37,979	43,843	38,659	52,104	69,120	43,569	132,433	-	41,681

AMERICAN POP CORN COMPANY PENSION PLAN

Sioux City, Iowa

FINANCIAL STATEMENTS
(With Independent Auditor's Report Thereon)

For the Years Ended
June 30, 2014 and 2013

AMERICAN POP CORN COMPANY PENSION PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
American Pop Corn Company Pension Plan
Sioux City, Iowa

Report on the Financial Statements

We have audited the accompanying financial statements of American Pop Corn Company Pension Plan (the Plan), which comprise the statements of net assets available for benefits (modified cash basis) as of June 30, 2014 and 2013, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended and the statements of accumulated plan benefits as of July 1, 2013 and 2012, and the related statements of changes in accumulated plan benefits (modified cash basis) 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 the modified cash basis of accounting described in Note B; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits (modified cash basis) as of June 30, 2014 and 2013, and the changes in net assets available for benefits (modified cash basis) for the years then ended, and its financial status as of July 1, 2013 and 2012 and changes therein for the years then ended in accordance with the modified cash basis of accounting described in Note B.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules (modified cash basis) on pages 18 through 22, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Basis of Accounting

We draw attention to Note B of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Sioux City, Iowa
January 14, 2015

King, Reinisch, Prosser & Co., LLP

AMERICAN POP CORN COMPANY PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(MODIFIED CASH BASIS)

JUNE 30,

ASSETS

	<u>2014</u>	<u>2013</u>
INVESTMENTS, AT FAIR VALUE:		
U.S. Government Agency securities	\$ 528,668	\$ 548,087
Corporate securities	2,875,841	1,769,372
Preferred stocks	315,600	201,040
Common stocks	3,237,868	2,406,028
Cash and cash equivalents	138,420	1,208,411
Mutual funds - Domestic	3,412,276	3,171,403
Mutual funds - International	<u>2,792,468</u>	<u>2,573,647</u>
Total investments	<u>\$ 13,301,141</u>	<u>\$ 11,877,988</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,301,141</u></u>	<u><u>\$ 11,877,988</u></u>

AMERICAN POP CORN COMPANY PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

(MODIFIED CASH BASIS)

FOR THE YEARS ENDED JUNE 30.

	<u>2014</u>	<u>2013</u>
Investment income:		
Interest	\$ 86,752	\$ 47,782
Dividends	170,001	215,963
Net appreciation in fair value of investments	<u>1,656,986</u>	<u>1,031,635</u>
Total investment income	<u>\$ 1,913,739</u>	<u>\$ 1,295,380</u>
Contributions:		
Employer	<u>\$ 131,394</u>	<u>\$ 1,608,632</u>
Total additions	<u>\$ 2,045,133</u>	<u>\$ 2,904,012</u>
Benefits paid directly to participants	\$ 581,204	\$ 497,064
Administrative expenses	<u>40,776</u>	<u>35,822</u>
Total deductions	<u>\$ 621,980</u>	<u>\$ 532,886</u>
Net increase	\$ 1,423,153	\$ 2,371,126
Net assets available for benefits:		
Beginning of year	<u>11,877,988</u>	<u>9,506,862</u>
End of year	<u>\$ 13,301,141</u>	<u>\$ 11,877,988</u>

AMERICAN POP CORN COMPANY PENSION PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS

(MODIFIED CASH BASIS)

JULY 1,

	<u>2013</u>	<u>2012</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:		
Vested benefits:		
Participants not in pay status	\$ 4,842,836	\$ 4,862,266
Participants in pay status	<u>5,278,646</u>	<u>4,389,698</u>
	\$ 10,121,482	\$ 9,251,964
Nonvested benefits	<u>481,964</u>	<u>460,300</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 10,603,446</u>	<u>\$ 9,712,264</u>

AMERICAN POP CORN COMPANY PENSION PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

(MODIFIED CASH BASIS)

FOR THE YEARS ENDED JULY 1,

	<u>2013</u>	<u>2012</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT BEGINNING OF YEAR	\$ 9,712,264	\$ 8,342,216
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Accumulation of benefits	\$ 166,255	\$ 309,867
Change in average discount period	662,755	608,994
Benefits paid	(497,064)	(452,771)
Change in actuarial assumptions (Note K)	<u>559,236</u>	<u>903,958</u>
Net increase	<u>\$ 891,182</u>	<u>\$ 1,370,048</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u>\$ 10,603,446</u>	<u>\$ 9,712,264</u>

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE A - DESCRIPTION OF PLAN:

The following description of the American Pop Corn Company Pension Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. General. The Plan is a defined benefit pension plan covering substantially all employees. The Plan sponsor is American Pop Corn Company (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.
2. Eligibility. Prior to July 1, 1995, each employee was eligible on the July 1 following the commencement of employment. Effective July 1, 1995, each employee becomes a participant on the July 1 following the completion of one year of service.
3. Funding Policy. The Plan is funded entirely by contributions from the Company. The Plan's funding policy is for the Company to make annual contributions sufficient to satisfy ERISA's funding requirements. For the year ended June 30, 2014, the Company's contribution to the Plan was \$131,394, \$1,608,632 for 2013. During the year ended June 30, 2014, the Plan's administrative costs totaled \$95,227 of which the Plan paid \$40,776 and the Company paid \$54,451. During the year ended June 30, 2013, the Plan's administrative costs totaled \$104,515 of which the Plan paid \$35,822 and the Company paid \$68,693. The Company's contributions for 2014 and 2013 met or exceeded the minimum funding requirements of ERISA.

Although it has not expressed any intention 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 set forth in ERISA.

4. Pension Benefits. An employee's retirement benefit is equal to 1.1 percent of his average monthly earnings multiplied by his years of service through December 31, 2009 and 0.5 percent of his average monthly earnings multiplied by his years of service on or after January 1, 2010. Service consists of an employee's years and completed calendar months for each period of employment with the Company prior to age 65, subject to the break-in-service rules. The average monthly earnings are determined by reference to the employee's highest earnings, without regard to discretionary bonuses, during five consecutive years of employment.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE A - DESCRIPTION OF PLAN (CONTINUED):

The Plan permits early retirement if the employee is at least age 60 and has at least five years of service. The employee receives his accrued pension at age 65 or a reduced amount earlier, the reduction being 5/12 percent for each month between the commencement date and his normal retirement date.

If an employee's employment continues past age 65, his pension at late retirement date is based on service and earnings to retirement.

5. Disability and Death Benefits. Disability retirement occurs after five or more years of service, in the event of total and permanent disability. A disabled employee receives his accrued pension starting in the sixth month after his disability begins.

Upon the death of an employee who has completed five or more years of service, his surviving spouse receives a monthly pension equal to 50 percent of his accrued pension. The spouse's pension is actuarially reduced if the spouse is more than five years younger than the deceased employee. The beneficiary of a deceased retired employee who retired prior to January 1, 2010 receives a lump-sum payment of \$2,000.

6. Deferred Vested Pension Benefits. An employee is entitled to a deferred vested pension upon termination of employment after completing five or more years of service. He receives his accrued pension at age 65 or its actuarial equivalent at age 60.

Upon the death of a vested "former" employee prior to commencement of benefits, a survivor pension of 50 percent of the employee's accrued pension is payable at the later of age at death or the earliest age the employee could have commenced a pension. This pension is reduced for payment at early retirement age, as applicable.

7. Payment of Pension Benefits. A retired, deferred vested or disabled employee with an eligible spouse receives a Qualified Joint and Survivor Pension unless he elects in writing to receive his basic pension. A Qualified Joint and Survivor Pension is a reduced amount of an employee's basic pension, and shall continue after his death at a rate equal to 62-1/2 percent or 75 percent (at the election of the participant) of the rate at which such benefits were payable to the participant, for the life of his eligible spouse. If an employee does not have an eligible spouse, he receives his basic pension payable for his lifetime.

A retired employee may elect the actuarial equivalent of his basic pension in another form of payment if he furnishes evidence of good health and the retirement committee approves his election.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The accounts of the Plan are maintained on the modified cash basis of accounting. Consequently, revenues and related assets are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred.

Valuation of Investments and Income Recognition - Investments are reported at fair value. Fair value is 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. See Note F for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded when received. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Administrative Expenses - The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Subsequent Events - The Plan has evaluated subsequent events through January 14, 2015, the date the Plan's financial statements were available to be issued.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits under the Plan are accumulated based on employees' compensation for the five consecutive calendar years during which they had their highest earnings. The accumulated plan benefits for active employees are based on their average compensation during the last five years ending on the most recent valuation date. Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of July 1, 2013 and 2012, for the Plan years ended June 30, 2014 and 2013, respectively, were (a) life expectancy of participants (the July 1, 2013 and 2012 valuations used the IRS 2013 and 2012 Combined Healthy Mortality Tables, respectively), (b) retirement age assumptions (the assumed retirement age was 65 with appropriate adjustments made for early retirements and terminations), and (c) investment return (the July 1, 2013 and 2012 valuations assumed an average rate of return of 6.50 and 7.00 percent per annum respectively). The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of July 1, 2013 and 2012. Had the valuations been performed as of June 30, there would be no material differences.

NOTE D - PLAN TERMINATION:

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Benefits attributable to employee contributions, if any, taking into account those paid out before termination.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE D - PLAN TERMINATION (CONTINUED):

2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations.
4. All other vested benefits (that is, vested benefits not insured by the PBGC).
5. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future date will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

NOTE E - INVESTMENTS:

All investment transactions are performed for the Plan by the Trust Department of Security National Bank of Sioux City, Iowa, and all Plan assets are held in trust by Security National Bank. Once placed in trust, assets may be withdrawn only for the exclusive benefit of the participants or their beneficiaries.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE E - INVESTMENTS (CONTINUED):

The following schedule presents the cost and fair values of investments held at June 30, 2014 and 2013. See Note F for discussion of fair value measurements.

	<u>2014</u>		<u>2013</u>	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
U.S. Government Agency securities	\$ 504,505	\$ 528,668	\$ 517,303	\$ 548,087
Corporate securities	2,804,107	2,875,841	1,777,043	1,769,372
Preferred stocks	307,323	315,600	200,000	201,040
Common stocks	2,274,561	3,237,868	1,783,862	2,406,028
Cash and cash equivalents	138,420	138,420	1,208,411	1,208,411
Mutual funds - Domestic	2,113,553	3,412,276	2,399,444	3,171,403
Mutual funds - International	2,269,604	2,792,468	2,480,437	2,573,647
	<u>\$ 10,412,073</u>	<u>\$ 13,301,141</u>	<u>\$ 10,366,500</u>	<u>\$ 11,877,988</u>

During the years ended June 30, 2014 and 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during each year) appreciated in value as follows:

	<u>Net Appreciation (Depreciation) In Fair Value</u>	
	<u>2014</u>	<u>2013</u>
U.S. Government Agency securities	\$ 646	\$ (4,770)
Corporate securities	85,189	(8,780)
Preferred stocks	9,009	(6,785)
Common stocks	522,660	381,974
Mutual funds - Domestic	642,877	402,523
Mutual funds - International	396,605	267,473
	<u>\$ 1,656,986</u>	<u>\$ 1,031,635</u>

The fair value of individual assets that represent 5 percent or more of the Plan's net assets as of June 30, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Vanguard Mid Cap Index	\$ 908,547	\$ 728,137
Templeton Foreign Equity Series	\$ 1,055,482	\$ 842,097
G.S. Financial Square MM Government	N/A	\$ 1,206,983

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE F - FAIR VALUE MEASUREMENTS:

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

All investments are valued at the closing price reported in the active market in which the individual securities are traded, other than certain U.S. Government Agency securities. These other U.S. Government Agency securities are valued based on available trade information, dealer quotes, market indices, market research reports, spreads, bids and offers.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE F - FAIR VALUE MEASUREMENTS (CONTINUED):

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2014 and 2013.

	June 30, 2014			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stocks:				
Consumer related	\$ 775,326	\$ -	\$ -	\$ 775,326
Health care	543,867	-	-	543,867
Information technology and telecommunications	434,641	-	-	434,641
Industrials	462,902	-	-	462,902
Financials	342,320	-	-	342,320
Energy and utilities	433,146	-	-	433,146
Materials	142,651	-	-	142,651
Misc/closing held	<u>103,015</u>	<u>-</u>	<u>-</u>	<u>103,015</u>
Total common stocks	\$ 3,237,868	\$ -	\$ -	\$ 3,237,868
Mutual funds - Domestic/International:				
Large value	\$ 1,615,844	\$ -	\$ -	\$ 1,615,844
Small value	46,472	-	-	46,472
Large growth	602,811	-	-	602,811
Mid growth	2,126,395	-	-	2,126,395
Large blend	1,341,764	-	-	1,341,764
Mid blend	53,661	-	-	53,661
Preferred	239,460	-	-	239,460
Commodities	83,236	-	-	83,236
Health	<u>95,101</u>	<u>-</u>	<u>-</u>	<u>95,101</u>
Total mutual funds - Domestic/International	\$ 6,204,744	\$ -	\$ -	\$ 6,204,744
U.S. Government Agency securities	296,821	231,847	-	528,668
Corporate securities	2,875,841	-	-	2,875,841
Preferred stocks	315,600	-	-	315,600
Cash and cash equivalents	<u>138,420</u>	<u>-</u>	<u>-</u>	<u>138,420</u>
	<u>\$ 13,069,294</u>	<u>\$ 231,847</u>	<u>\$ -</u>	<u>\$ 13,301,141</u>

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE F - FAIR VALUE MEASUREMENTS (CONTINUED):

	June 30, 2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stocks:				
Consumer related	\$ 574,447	\$ -	\$ -	\$ 574,447
Health care	389,023	-	-	389,023
Information technology and telecommunications	328,390	-	-	328,390
Industrials	497,187	-	-	497,187
Financials	265,169	-	-	265,169
Energy and utilities	245,839	-	-	245,839
Materials	105,973	-	-	105,973
Total common stocks	\$ 2,406,028	\$ -	\$ -	\$ 2,406,028
Mutual funds - Domestic/International:				
Large value	\$ 1,297,179	\$ -	\$ -	\$ 1,297,179
Large growth	474,925	-	-	474,925
Mid growth	1,782,332	-	-	1,782,332
Large blend	677,959	-	-	677,959
Mid blend	174,460	-	-	174,460
Bonds	944,450	-	-	944,450
Preferred	78,560	-	-	78,560
Commodities	74,871	-	-	74,871
Health	64,336	-	-	64,336
Other	175,978	-	-	175,978
Total mutual funds - Domestic/International	\$ 5,745,050	\$ -	\$ -	\$ 5,745,050
U.S. Government Agency securities	297,407	250,680	-	548,087
Corporate securities	1,769,372	-	-	1,769,372
Preferred stocks	201,040	-	-	201,040
Cash and cash equivalents	1,208,411	-	-	1,208,411
	<u>\$ 11,627,308</u>	<u>\$ 250,680</u>	<u>\$ -</u>	<u>\$ 11,877,988</u>

NOTE G - PARTICIPATING EMPLOYERS IN THE PLAN:

<u>Employer</u>	<u>Address</u>
American Pop Corn Company	One Fun Place, Sioux City, IA 51108

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE H - PLAN ADMINISTRATOR:

Name and Address: The Retirement Committee
 American Pop Corn Company Pension Plan
 One Fun Place
 Sioux City, IA 51108

Telephone Number: (712) 239-1232

Employer ID Number: 42-0113600

NOTE I - TAX STATUS:

The Plan obtained its latest determination letter on August 11, 2011, in which the Internal Revenue Service states that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC).

Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Tax returns are generally open to examination for a period of three years from the date filed.

NOTE J - RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. 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 statement of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

AMERICAN POP CORN COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014 AND 2013

NOTE K - CHANGES IN ACTUARIAL ASSUMPTIONS:

The following actuarial assumptions were changed effective with the July 1, 2013 valuation:

- The statutory segment interest rates for determining contribution requirements and potential benefit restrictions has been changed from 5.54 percent, 6.85 percent, and 7.52 percent per year to 4.94 percent, 6.15 percent, and 6.76 percent per year, respectively.
- The interest rate was changed from 7.00 percent to 6.50 percent for FASB ASC Topic 960 accounting purposes.
- The expected return on asset assumption was changed from 7.00 percent to 6.50 percent for FASB ASC Topic 715 accounting purposes.
- The healthy mortality table for healthy participants was updated to be the same as the statutory mortality tables for determining contribution requirements for both FASB ASC Topic 960 and 715 reporting purposes.

NOTE L - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS:

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Company pays certain fees for the administration of the Plan. The Plan pays additional fees for investment management and consulting services and are included in administrative expenses in the accompanying financial statements. These transactions qualify as party-in-interest transactions.

All investment transactions are performed for the Plan by the Trust Department of Security National Bank of Sioux City, Iowa, who is also custodian for the Plan's trustee, American Pop Corn Company and, therefore, these transactions qualify as party-in-interest transactions.

All of these party-in-interest transactions are exempt from prohibited transaction rules.

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(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
US Treasury NT Infl.	\$101,592 par, 0.625% due 01/15/24	\$ 102,684	\$ 105,275
US Treasury NT Infl.	\$121,869 par, 1.875% due 07/15/15	100,731	126,572
Goldman Sachs Short Duration Govt. Fund	29,272 shares	<u>301,090</u>	<u>296,821</u>
Total U.S. Government Agency securities		<u>\$ 504,505</u>	<u>\$ 528,668</u>
Blackrock High Yield Bond Fund	54,515 shares	\$ 421,642	\$ 460,105
Dreyfus/Standish Global Fixed Income Fund	18,397 shares	386,214	402,531
Goldman Sachs Emerging Mkt Debt Fund	25,472 shares	309,239	327,060
Janus Flexible Bond Fund	23,453 shares	248,835	249,538
Oppenheimer Sr Floating Rate-Y	25,234 shares	210,666	211,965
PIMCO Emerging Local Bond	18,234 shares	192,262	176,868
PIMCO Foreign Bond Fund	37,051 shares	385,931	403,481
PIMCO Total Return Fund	11,426 shares	127,552	125,342
Vanguard Short Term Fed Fund - Adm SHS	35,561 shares	383,209	382,635
Vanguard Total Bond Market Index Fund	12,587 shares	<u>138,557</u>	<u>136,316</u>
Total corporate securities		<u>\$ 2,804,107</u>	<u>\$ 2,875,841</u>
G.S. Financial Square MM Government	138,388 shares	\$ 138,388	\$ 138,388
Cash		<u>32</u>	<u>32</u>
Total cash and cash equivalents		<u>\$ 138,420</u>	<u>\$ 138,420</u>

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
Allstate Corp.	2,000 shares, 6.750% Preferred	\$ 52,780	\$ 53,060
First Rep Bank	2,000 shares, 7.000% Preferred	50,535	53,700
HSBC Holdings PLC	2,000 shares, 6.200% Series A Preferred	50,000	50,680
Morgan Stanley Capital Trust VI	2,000 shares, 6.600% Preferred	50,000	51,280
Sce Trust I	2,000 shares, 5.625% Preferred	47,598	47,400
Wells Fargo & Co.	2,000 shares, 8.000% Preferred	56,410	59,480
Total preferred stocks		\$ 307,323	\$ 315,600
Abbott Labs	700 shares	\$ 17,546	\$ 28,630
Abbvie, Inc.	600 shares	15,143	33,864
Advance Auto Parts, Inc.	550 shares	33,636	74,206
AFLAC, Inc.	1,120 shares	59,454	69,720
American Water Works Company, Inc.	1,410 shares	58,301	69,724
Apache Corp.	750 shares	64,936	75,465
Apple, Inc.	630 shares	48,291	58,546
AT&T, Inc.	1,660 shares	57,519	58,698
Baker Hughes, Inc.	1,470 shares	65,957	109,441
Baxter International, Inc.	770 shares	52,315	55,671
Berkshire Hathaway, Inc.	800 shares	56,109	101,248
CA, Inc.	1,380 shares	45,105	39,661
Chevron Corporation	400 shares	45,321	52,220
Coca Cola Co.	1,310 shares	40,495	55,492
Colgate Palmolive Co.	830 shares	33,165	56,589
Conagra Foods, Inc.	2,000 shares	58,057	59,360
CSX Corp.	1,490 shares	33,524	45,907
Dentsply International, Inc.	1,240 shares	48,146	58,714
Digital Realty Trust, Inc.	1,200 shares	68,226	69,984
Du Pont E I De Nemours & Co.	850 shares	40,230	55,624
Emerson Elec. Co.	580 shares	29,884	38,489
Ensco PLC	840 shares	50,305	46,679
Fiserv, Inc.	1,700 shares	39,348	102,544

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
General Electric Co.	1,890 shares	\$ 35,082	\$ 49,669
General MLS, Inc.	1,600 shares	52,539	84,064
Home Depot, Inc.	400 shares	22,095	32,384
Illinois Tool Works, Inc.	530 shares	28,214	46,407
International Business Machines Corp.	250 shares	39,702	45,318
Jacobs Energy Group, Inc.	1,500 shares	60,995	79,920
Johnson & Johnson	700 shares	41,866	73,234
Kimberly Clark Corp.	360 shares	30,563	40,039
Laboratory Corp.	650 shares	54,005	66,560
Lockheed Martin Corp.	290 shares	28,691	46,612
McCormick & Co., Inc.	650 shares	37,886	46,534
McDonalds Corp.	360 shares	28,478	36,266
Medtronic, Inc.	950 shares	33,312	60,572
Microsoft Corp.	1,670 shares	48,067	69,639
Nike, Inc. Class B	1,300 shares	42,819	100,815
OMNICOM Group, Inc.	570 shares	29,444	40,595
Oracle Corp.	1,390 shares	35,536	56,337
Owens & Minor, Inc.	910 shares	26,145	30,922
Pepsi Co., Inc.	730 shares	43,911	65,218
Praxair, Inc.	400 shares	35,190	53,136
Prudential Financial, Inc.	460 shares	39,381	40,834
Qualcomm, Inc.	550 shares	26,498	43,560
Rock-Tenn Company Class A	600 shares	59,879	63,354
Schlumberger LTD	675 shares	65,673	79,616
Schnitzer Steel Industries, Inc.	1,300 shares	33,113	33,891
State Street Corp.	900 shares	37,434	60,534
Target Corp.	720 shares	45,896	41,724
Thermo Fisher Scientific, Inc.	1,150 shares	49,240	135,700
Timken Co.	650 shares	16,060	44,096
Union Pacific Corp.	600 shares	26,214	59,850
United Technologies Corp.	450 shares	28,126	51,953
Wal-Mart Stores, Inc.	560 shares	31,494	42,039
Total common stocks		\$ 2,274,561	\$ 3,237,868

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

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

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(CONTINUED)

(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
American Beacon Large Cap Value Fund	10,410 shares	\$ 175,032	\$ 322,710
Columbia Acorn Trust Fund Class Z	2,490 shares	63,631	93,355
G S Commodity Strategy Fund	13,942 shares	83,854	83,236
Goldman Sachs Large Cap Value Fund I	13,001 shares	138,378	237,652
ISHares Nasdaq Biotech Index Fund	370 shares	29,586	95,101
ISHares S&P Preferred Stock Index Fund	6,000 shares	233,899	239,460
MFS Mass INV Growth Stock	3,610 shares	80,000	88,231
Morgan Stanley US Real Estate Fund	2,829 shares	41,816	53,661
PIMCO Commodity Real Return Strategy Fund	5,645 shares	43,408	34,151
T Rowe Price Growth Stock Fund	9,528 shares	287,800	514,580
Vanguard 500 Index	1,268 shares	197,830	229,305
Vanguard Mid Cap Index	6,182 shares	440,081	908,547
Vanguard Small Cap Value Index	1,026 shares	40,000	46,472
Westport Funds Class I	13,593 shares	<u>258,238</u>	<u>465,815</u>
Total mutual funds - Domestic		<u>\$ 2,113,553</u>	<u>\$ 3,412,276</u>
Columbia Acorn International Fund Class Z	13,456 shares	\$ 520,162	\$ 658,678
Delaware Emerging Markets Fd-I	18,956 shares	284,875	328,124
E I I International Property Fd-I	5,010 shares	71,366	100,858
Oakmark International Fund #109	17,624 shares	362,621	474,077
Templeton Foreign Equity Series	44,800 shares	865,407	1,055,482
Vanguard European Stock Index	2,338 shares	<u>165,173</u>	<u>175,249</u>
Total mutual funds - International		<u>\$ 2,269,604</u>	<u>\$ 2,792,468</u>
Total assets held at the end of year		<u>\$ 10,412,073</u>	<u>\$ 13,301,141</u>

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
G.S. Financial Square MM Gov't	Mutual Fund Shares	\$ 781,846	\$ -	\$ -	\$ -	\$ 781,846	\$ 781,846	\$ -
G.S. Financial Square MM Gov't	Mutual Fund Shares	\$ -	\$ 1,850,441	\$ -	\$ -	\$ 1,850,441	\$ 1,850,441	\$ -

AMERICAN POP CORN COMPANY PENSION PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, LINE 4i - SCHEDULE OF REPORTABLE TRANSACTIONS

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER: 42-0113600

PLAN NUMBER: 001

JUNE 30, 2014

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
G.S. Financial Square MM Gov't	Mutual Fund Shares	\$ 781,846	\$ -	\$ -	\$ -	\$ 781,846	\$ 781,846	\$ -
G.S. Financial Square MM Gov't	Mutual Fund Shares	\$ -	\$ 1,850,441	\$ -	\$ -	\$ 1,850,441	\$ 1,850,441	\$ -

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

AMERICAN POP CORN COMPANY PENSION PLAN

B Three-digit

plan number (PN) ▶

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

AMERICAN POP CORN COMPANY

D Employer Identification Number (EIN)

42-0113600

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 7 Day 1 Year 2013**2** Assets:**a** Market value **2a** 11,877,988**b** Actuarial value **2b** 11,685,060**3** Funding target/participant count breakdown:**a** For retired participants and beneficiaries receiving payment **3a** (1) Number of participants 81 (2) Funding Target 5,509,827**b** For terminated vested participants **3b** 28 625,485**c** For active participants:(1) Non-vested benefits **3c(1)** 459,758(2) Vested benefits **3c(2)** 4,363,278(3) Total active **3c(3)** 140 4,823,036**d** Total **3d** 249 10,958,348**4** If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐**a** Funding target disregarding prescribed at-risk assumptions **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate **5** 6.31 %**6** Target normal cost **6** 245,165**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE***Therese H. Marske*
Signature of actuary1/13/2015
Date

Therese Marske

Type or print name of actuary

14-05155

Most recent enrollment number

Milliman, Inc.

Firm name

(312) 499-5589

Telephone number (including area code)

71 S. Wacker Dr., 31 Floor

Chicago

IL 60606-4637

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>13.28</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1,255,126
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		87,984
c Total available at beginning of current plan year to add to prefunding balance		1,343,110
d Portion of (c) to be added to prefunding balance		500,000
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	500,000

Part III Funding Percentages

14 Funding target attainment percentage	14	102.06 %
15 Adjusted funding target attainment percentage	15	106.63 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.95 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2013	65,697				
01/14/2014	65,697				
Totals ▶			18(b)	131,394	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	128,103

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	245,165	
b Excess assets, if applicable, but not greater than line 31a	31b	226,712	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	18,453	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	18,453	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	128,103	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	109,650	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			

Plan Name	AMERICAN POP CORN COMPANY PENSION PLAN
Plan Sponsor's Name	AMERICAN POP CORN COMPANY

PN: 001

15

Attachment to 2013 Form 5500
Schedule SB, Line 22 – Summary of Active Participants
Plan name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN:001

(1) Age	(2) Active Group	(3) Retirement Rate	(4) Number Retiring	(5) Column (1) times (4)
60	1000.000	0.0500	50.000	3,000.000
61	950.000	0.0500	47.500	2,897.5000
62	902.500	0.2000	225.6250	13,988.7500
63	722.000	0.1000	72.100	4,548.600
64	649.800	0.1000	64.980	4,158.720
65	584.820	1.0000	<u>584.820</u>	<u>38,013.300</u>
			1000.000	63,809.1208

Weighted Average Retirement Age: $63,809.1208/1000 = 63.81$ rounded to age 64

Attachment to 2013 Form 5500
Schedule SB, Line 26 – Summary of Active Participants
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

Number of Participants by Age and Service Groups

Age	Years of Vesting Service										Total
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	
0-24	-	3	-	-	-	-	-	-	-	-	3
25-29	-	7	2	-	-	-	-	-	-	-	9
30-34	-	5	-	-	-	-	-	-	-	-	5
35-39	-	10	3	2	1	-	-	-	-	-	16
40-44	-	8	6	8	1	1	-	-	-	-	24
45-49	-	9	6	3	-	2	-	-	-	-	20
50-54	-	6	8	3	6	3	2	1	-	-	29
55-59	-	1	3	1	-	3	2	-	2	-	12
60-64	-	2	1	4	-	4	3	2	1	-	17
65-69	-	-	1	-	1	1	-	1	-	-	4
70&Up	-	-	-	-	-	-	1	-	-	-	1
Total	-	51	30	21	9	14	8	4	3	-	140

Average Compensation by Age and Service Groups

Age	Years of Vesting Service										Average
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	
0-24	-	20,741	-	-	-	-	-	-	-	-	20,741
25-29	-	26,401	23,645	-	-	-	-	-	-	-	25,789
30-34	-	30,731	-	-	-	-	-	-	-	-	30,731
35-39	-	34,113	54,193	42,578	84,208	-	-	-	-	-	42,067
40-44	-	25,648	64,706	50,979	30,124	76,100	-	-	-	-	46,145
45-49	-	27,045	27,856	45,568	-	83,146	-	-	-	-	35,677
50-54	-	35,914	31,541	30,683	34,572	53,269	48,148	65,900	-	-	37,562
55-59	-	87,600	23,357	26,479	-	31,717	66,943	-	120,850	-	54,574
60-64	-	39,953	25,818	43,120	-	53,493	99,625	36,512	155,600	-	59,981
65-69	-	-	25,917	-	26,163	18,138	-	35,352	-	-	26,392
70&Up	-	-	-	-	-	-	23,903	-	-	-	23,903
Average	-	30,851	37,979	43,843	38,659	52,104	69,120	43,569	132,433	-	41,681

Attachment to 2013 Form 5500
Schedule SB, Part V- Summary of Plan Provisions
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

This summary of plan provisions is intended to only describe the essential features of the plan. All eligibility requirements and benefit amounts shall be determined in strict accordance with the plan document itself.

Plan Effective Date:

Effective July 1, 1964. Amended and restated effective July 1, 2009.

Eligibility:

Prior to July 1, 1995, an employee becomes a participant on the July 1 following his employment. Effective July 1, 1995 an employee becomes a participant on the July 1 following the completion of 1000 or more hours of service during the 12 month period beginning on the date of hire or during any plan year.

Years of Service:

Determined based on complete and fractional years for each period of employment with the employer, subject to the break-in-service rules.

Average Monthly Compensation:

Monthly average compensation in the five consecutive calendar years of highest compensation during employment. All pay counts as compensation except discretionary bonuses.

Normal Retirement Date:

The first day of the month next following the later of the attainment of age 65 and the 5 anniversary of plan participation.

Normal Form of Benefit:

For married participants, a monthly Joint and Survivor annuity payable for the lifetime of the participant with 62-1/2% payable for the lifetime of the spouse after the participant's death. For single participants, a monthly annuity payable for the lifetime of the participant.

Normal Retirement Benefit:

The monthly Normal Retirement Benefit is equal to the sum of (1) and (2) shown below:

- (1) 1.1% of such Participant's Average Monthly Compensation multiplied by the Participant's number of Years of Service through December 31, 2009, and
- (2) 0.5% of such Participant's Average Monthly Compensation multiplied by the Participant's number of Years of Service on or after January 1, 2010

Early Retirement Date:

Attainment of age 60 and the completion of 5 Years of Service.

Early Retirement Benefit:

Monthly benefit equal to the Normal Retirement Benefit reduced 5/12 of 1% for each month between the commencement date and Normal Retirement Date.

Attachment to 2013 Form 5500
Schedule SB, Part V- Summary of Plan Provisions
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

Late Retirement Date:

The first day of the month next following retirement after Normal Retirement Date.

Late Retirement Benefit:

Monthly benefit equal to the Normal Retirement Benefit determined as of the Late Retirement Date.

Deferred Vested Benefit:

Upon termination of employment with at least 5 years of service, a participant is entitled to a monthly benefit commencing on Normal Retirement Date equal to his Normal Retirement Benefit. Monthly benefits may commence upon attainment of 60, but are reduced for commencement prior to Normal Retirement Date.

Disability Benefit:

A participant who has been found to be permanently disabled after completing at least 5 Years of Service will be entitled to commence receiving a monthly benefit equal to his Normal Retirement Benefit unreduced for early commencement in the sixth month after his disability begins.

Preretirement Death Benefit:

Upon the death of a married active participant who has completed at least 5 years of service, the participant's spouse is entitled immediately commence receiving a monthly benefit equal to 50% of such participant's accrued pension. The spouse's pension is actuarially reduced if the spouse is more than five years younger than the deceased participant.

Upon the death of a vested "former" employee prior to commencement of benefits, a survivor pension of 62 1/2% of the employee's monthly Joint and Survivor annuity is payable at the later of age at death or the earliest age the employee could have commenced a pension. This pension is reduced for payment at early retirement age, as applicable.

Retirement Death Benefit:

The beneficiary of a deceased retired or disabled participant who retired prior to January 1, 2010 receives a lump sum payment of \$2,000. This benefit is not payable upon the death of a deferred vested participant receiving retirement benefits.

Retiree Cost-of-Living Increase:

All participants in pay status on July 1, 2001 received an ad-hoc cost-of-living adjustment equal to 2% per year times the number of years from the participant's benefit commencement date to June 30, 2001.

Changes in Principal Plan Provisions Since Prior Valuation

None.

Attachment to 2013 Form 5500
Schedule SB, Part V- Statement of Actuarial Method
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

The ultimate cost of a pension plan is the excess of actual benefits and administrative expenses paid over actual net investment return on plan assets during the plan's existence until the last payment has been made to the last participant. The plan's "actuarial cost method" determines the expected incidence of actuarial costs by allocating portions of the ultimate cost to each plan year. The cost method is thus a budgeting tool to help ensure that the plan will be adequately and systematically funded and accounted for. Annual contributions and accounting expense are also affected by the "asset valuation method" (as well as the plan provisions, actuarial assumptions, and actual plan demographic and investment experience each year).

Actuarial Cost Method

The actuarial cost method used for determining the plan's ERISA funding requirements and plan accounting requirements under FASB ASC Topic 960 is the unit credit method, as required by the Pension Protection Act of 2006. Under this method, an accrued benefit is determined at each active participant's assumed retirement age based on compensation and service at both the beginning and the end of the current year. The plan's normal cost is the sum of the present value of the excess of each active participant's accrued benefit at the end of the current year over that at the beginning of the current year. The plan's accrued liability is the sum of (a) the present value of each active participant's accrued benefit at the beginning of the current year plus (b) the present value of each inactive participant's future benefits.

The actuarial cost method used for determining the plan sponsor's accounting requirements is the projected unit credit method, as required by FASB ASC Topic 715. Under this method, a projected benefit is determined at each active participant's assumed retirement age assuming future compensation increases. The plan's normal cost is the sum of the present value of the portion of each active participant's projected benefit attributable to the current year of service. The plan's accrued liability is the sum of (a) the present value of the portion of each active participant's projected benefit attributable to all prior years of service plus (b) the present value of each inactive participant's future benefits.

Asset Valuation Method

The Actuarial Value of Assets used for determining the plan's ERISA funding requirements is equal to the Adjusted Market Value of Assets minus a decreasing fraction of the investment gain or loss for each of the two immediately preceding plan years, but it cannot be less than 90% nor more than 110% of the Adjusted Market Value of Assets. The expected investment return for a plan year is based on the lesser of the expected rate of return on plan assets (currently 6.5% per year) or the applicable statutory interest rate for the year.

The Market-Related Value of Plan Assets used for determining the plan sponsor's accounting requirements is equal to the Fair Value of Plan Assets (without inclusion of any contributions receivable).

Changes in Actuarial Methods Since Prior Valuation

None.

Attachment to 2013 Form 5500
Schedule SB, Part V- Statement of Actuarial Assumptions
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

Interest Rates

For ERISA funding purposes:

Segment interest rates (based on statutory rates in effect four months prior to beginning of plan year) of 4.94% per year for first 5 years, 6.15% per year for next 15 years, and 6.76% per year thereafter in accordance with MAP-21 segment rate stabilization. The equivalent Effective Interest Rate is 6.31% per year.

For FASB ASC Topic 715 purposes:

Discount rate of 5.00% per year and expected long-term rate of return on plan assets of 6.50% per year.

For FASB ASC Topic 960 purposes:

Discount rate of 6.50% per year.

For PBGC premium purposes:

Segment interest rates of 1.54% per year for first 5 years, 4.28% per year for next 15 years, and 5.32% per year thereafter. The PBGC Alternative Rule was adopted beginning with the 2009 plan year.

Compensation Increases

3.0% per year.

Maximum Benefit and Annual Compensation Limitation Increases

For ERISA funding and PBGC premium purposes:

0% per year.

For FASB ASC Topic 715 purposes:

3% per year.

Mortality

For ERISA funding and PBGC premium purposes:

IRS 2013 Combined Healthy Mortality Tables, separate tables for males and females.

For FASB ASC Topic 715 and 960 purposes:

Healthy participants: IRS 2013 Combined Healthy Mortality Tables, separate tables for males and females.
Disabled participants: RP-2000 Disabled Retiree Mortality Table, separate tables for males and females.

Attachment to 2013 Form 5500
Schedule SB, Part V- Statement of Actuarial Assumptions
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

Turnover

Sample annual rates shown below:

Attained Age	Male Rate	Female Rate
20	15.00%	26.25%
25	13.32	24.57
30	10.33	20.60
35	6.00	10.92
40	2.47	3.21
45	1.10	1.10
50	0.44	0.44
55	0.00	0.00

Disability:

Sample annual rates shown below:

Age	Rate
20	0.09%
25	0.10
30	0.11
35	0.12
40	0.15
45	0.22
50	0.33
55	0.58
60	1.18

Retirement

Annual rates shown below for active participants who are eligible to retire:

Age	Rate
60	5%
61	5
62	20
63	10
64	10
65	100

Attachment to 2013 Form 5500
Schedule SB, Part V- Statement of Actuarial Assumptions
Plan Name: American Pop Corn Company Pension Plan
EIN: 42-0113600 PN: 001

The assumed retirement age is 65 for terminated vested participants.

Form of Payment

Monthly annuity payable for the lifetime of the participant.

Marital Characteristics

For participants not in pay status: 80% of participants are assumed to be married, with males 5 years older than females.

For participants in pay status: Actual birth dates of spouses are included in the census data, where relevant.

Expenses

None.

Benefits Not Valued

All benefits are valued.

Special Data Adjustments

None.

Changes in Actuarial Assumptions since Prior Valuation

ERISA funding interest rates: From 5.54%, 6.85%, and 7.52% per year to 4.94%, 6.15%, and 6.76% per year, respectively.

PBGC variable premium interest rates: From 1.93%, 4.95%, and 6.07% per year to 1.54%, 4.28%, and 5.32% per year, respectively.

FASB ASC Topic 960 discount rate: From 7.0% to 6.5%.

FASB ASC Topic 715 expected return on assets: From 7.0% to 6.5%.

ERISA funding mortality: From IRS 2012 combined healthy mortality tables to IRS 2013 combined healthy mortality tables.

FASB ASC Topic 715 and 960 Mortality:

Healthy Participants: From IRS 2012 combined healthy mortality tables to IRS 2013 combined healthy mortality tables.