Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 09/01/2013 and ending 08/31/2014

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CATTLEMENS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/30/1976

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

CATTLEMENS

BARBARA O'CONNOR

250 DUTTON AVENUE
SANTA ROSA, CA 95407

2b Employer Identification Number (EIN)
94-1729627

2c Sponsor's telephone number
707-528-1040

2d Business code (see instructions)
722511

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.	01/28/2015	BARBARA O'CONNOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	249
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**	232
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	1
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	234
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	234
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	300
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	49
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 09/01/2013 and ending 08/31/2014

A Name of plan
CATTLEMENS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CATTLEMENS

D Employer Identification Number (EIN)
94-1729627

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)	100000	100000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	4200	58687
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	846933	770897
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	100100	104610
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	930000	719228
(8) Participant loans	1c(8)	5600	18261
(9) Value of interest in common/collective trusts	1c(9)		0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2939500	3827496

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	496200	517040
(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	5422533	6116219
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5422533	6116219

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	100000	
(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)		100000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	94799	
(E) Participant loans	2b(1)(E)	1068	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		95867
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	170892	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		170892
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	576334	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		576334

		(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		306
d Total income. Add all **income** amounts in column (b) and enter total	2d		943399
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	249713	
(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)		249713
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		249713
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		693686
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) [X] 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 [X] No

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

(1) Name: BOYLE & STOLL CPAS **(2)** EIN: 94-2901944

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		620000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

CATTLEMENS PROFIT SHARING PLAN

AUDIT REPORT

AUGUST 31, 2014 AND 2013

CATTLEMENS PROFIT SHARING PLAN

August 31, 2014

TABLE OF CONTENTS

	Page
FINANCIAL STATEMENTS	
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements	5 - 12
SUPPLEMENTARY INFORMATION SECTION	
Schedule of Assets Held for Investment Purposes	13

FINANCIAL STATEMENTS

Boyle & Stoll
CERTIFIED PUBLIC ACCOUNTANTS

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3755 BRICKWAY BLVD. SUITE 100 SANTA ROSA, CA 95403 WWW.BOYLE-STOLL.COM

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
the Cattlemens Profit Sharing Plan

We have audited the accompanying financial statements of Cattlemens Profit Sharing Plan, which comprise the statement of net assets available for benefits as of August 31, 2014 and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 judgement, 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 2014 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Cattlemens Profit Sharing Plan as of August 31, 2014, and the changes in its net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment Purposes, referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental 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 audit 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.

Other Matters

The financial statements of Cattlemens Profit Sharing Plan as of August 31, 2013 were audited by other auditors whose report dated December 20, 2103 expressed an unmodified opinion on those statements.

Boyle & Stoll

Paul Scheinberg
Certified Public Accountant
Santa Rosa, CA

January 15, 2015

CATTLEMENS PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

August 31, 2014 and 2013

	2014	2013
ASSETS		
Investments, at fair value:		
Common stock	$ 517,040	$ 496,200
Mutual funds	3,827,496	2,939,500
Notes receivable	719,228	930,000
Partnerships	104,610	100,100
Total investments	5,168,374	4,465,800
Receivables:		
Employer's contributions	100,000	100,000
Notes receivable from participants	18,261	5,600
Other	58,687	4,200
Total receivables	176,948	109,800
Cash	770,897	846,933
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,116,219	$ 5,422,533

The accompanying notes are an integral part to the financial statements

CATTLEMENS PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended August 31, 2014

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 576,334
Interest	94,798
Dividends	170,892
Miscellaneous	306
Total investment income	842,330
Interest income on notes receivable from participants	1,069
Employer contributions	100,000
Total additions	943,399
Deductions from net assets attributed to:	
Benefits paid to participants	249,713
Net increase	693,686
Net assets available for benefits:	
Beginning of the year	5,422,533
END OF THE YEAR	$ 6,116,219

The accompanying notes are an integral part to the financial statements

CATTLEMENS PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

August 31, 2014 and 2013

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Cattlemens Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing plan covering all employees of the Company who are eighteen years of age or older and meet certain service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Contributions to the Plan are made at the discretion of the Board of Directors of Cattlemens, Inc. Under provisions of the Plan, employee contributions are neither required nor allowed.

Participant accounts

Each participant's account is credited with the participant's allocation of (a) the Company's contribution, (b) the Plan's earnings, and (c) the forfeitures of terminated participants' nonvested accounts. Allocations are based on participant compensation or beginning account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting is based on years of service. Plan participants begin vesting after two years of service and are fully vested after six years of service.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their nonforfeitable (vested) account balance. The notes are secured by the balance in the participant's account and bear interest at a rate that is comparable to the rate being charged by institutional lenders in Santa Rosa, California. Principal and interest is paid through payroll withholding in substantially level payments.

Payments of benefits

On termination of service, a participant receives a lump-sum amount or installments over not more than five years equal to the value of their account.

NOTE 1 – DESCRIPTION OF PLAN (continued)

Forfeited accounts

At August 31, 2014 and 2013, forfeited nonvested accounts totaled $6,923 and $1,000 respectively. These accounts have been reallocated to current participants in the same manner as company contributions.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

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

Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded as earned. As of August 31, 2014 and 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent note receivable is recorded as a benefit payment based on the terms of the Plan document.

Investment valuation 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. The Plan's board of trustees determines the Plan's valuation policies. See NOTE 3 for discussion of fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment valuation and income recognition (continued)
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of benefits
Benefits are recorded when paid.

Operating expenses
All expenses of maintaining the Plan are paid by the Company.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value on the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were unavailable.

Level 1 fair value measurements
The fair value of common stocks and mutual funds is based on quoted net assets' values of the share held by the Plan at year-end. The fair value of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where individual securities are traded.

NOTE 3 – FAIR VALUE MEASUREMENTS (continued)

Level 2 fair value measurements
The Plan had no Level 2 investments.

Level 3 fair value measurements
The fair value of investments in Cattlemens (plan sponsor) common stock, notes and deeds of trust, and limited liability companies are not actively traded, and significant inputs are unavailable. The fair value of Cattlemens (plan sponsor) common stock is determined by independent appraisal using comparable companies, notes and deeds of trust are based on the appraised value of the underlying security, or discounting the related cash flows based on current yields of comparable duration considering the credit-worthiness of the borrower. The limited liability company's assets consist of real estate. The fair values are determined by the appraised value of the real estate.

For those assets with fair value measurement using Level 3 inputs, the Plan determines the fair value measurement policies and procedures in consultation with the Company's chief financial officer and the Plan trustees. Those policies and procedures are reassessed at least annually to determine if the current valuation methodologies are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary, based on current market conditions and other third-party information.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of August 31, 2014 and 2013:

Assets at Fair Value as of August 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,827,496	$ -	$ -	$ 3,827,496
Notes receivable	-	-	719,228	719,228
Cattlemens common stock (plan sponsor)	-	-	517,040	517,040
Limited liability company	-	-	104,610	104,610
Total investments at fair value	$ 3,827,496	$ -	$ 1,340,878	$ 5,168,374

NOTE 3 – FAIR VALUE MEASUREMENTS (continued)

Level 3 fair value measurements (continued)

Assets at Fair Value as of August 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,939,500	$ -	$ -	$ 2,939,500
Notes receivable	-	-	930,900	930,900
Cattlemens common stock (plan sponsor)	-	-	496,200	496,200
Limited liability company	-	-	100,100	100,100
Total investments at fair value	$ 2,939,500	$ -	$ 1,527,200	$ 4,466,700

The following table reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) for the year ended August 31, 2014:

	Cattlemens Common Stock	Notes Receivable	Partnerships	Total
Beginning balance , September 1, 2013	$ 496,200	$ 930,900	$ 100,100	$ 1,527,200
Total gains or losses included in changes in net assets available for benefits	20,840	(433)	4,510	24,917
Principal payments	-	(211,239)	-	(211,239)
Ending balance	$ 517,040	$ 719,228	$ 104,610	$ 1,340,878

The amount of total gains or losses for the year included in changes in net assets available for benefits attributable to the changes in unrealized gains or losses relating to assets held at the end of the reporting period was $81,556.

Gains and losses included in changes in net assets available for benefits are reported in the net appreciation in fair value of investments.

The Plan's policy is to recognize transfer into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended August 31, 2014, there were no transfers into or out of Level 3.

CATTLEMENS PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

August 31, 2014 and 2013

NOTE 4 – INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

	August 31, 2014	2013
Investments at fair value as determined by quoted market price (level 1):		
Mair & Power Growth Fund, 4101 and 3997 shares, respectively	$ 473,043	$ 392,900
Oakmark Select Fund, 13896 and 13167 shares, respectively	634,508	477,200
Longleaf Partners Fund, 15378 and 14905 shares, respectively	550,028	452,400
Weitz Partners Value Fund, 14751 and 14678 shares, respectively	501,698	433,300
Dodge & Cox Stock Fund, 2309 and 2271 shares, respectively	420,317	330,500
Fairholme Fund, 8247 and 7587 shares, respectively	351,414	283,600
Vanguard Index Fund, 3304 and 2931 shares, respectively	705,196	514,300
Other investments at estimated fair value (level 3):		
Cattlemens stock (party in interest), 281 and 281 shares, respectively	517,040	496,200

During the year ending August 31, 2014, the Plan's investment (including investments bought, sold, and held during the year) appreciated in value by $576,334 as follows:

Common stock	$ 20,840
Mutual funds	551,417
Notes receivable	(433)
Limited liability companies	4,510
Net change in fair value	$ 576,334

NOTE 5 – RELATED PARTY TRANSACTIONS

A portion of the Plan's assets are investments in Cattlemens common stock. As the Company is the Plan sponsor, transactions involving Cattlemens common stock are classified as party in interest transaction. At August 31, 2014 and 2013, the Plan held 281 shares of Cattlemens common stock. This party in interest transaction is exempt from the prohibited transaction rules of ERISA.

NOTE 6 – TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 11, 1980 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities. There are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examination for years prior to August 31, 2008.

NOTE 7 – 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 8 – CONCENTRATION OF CREDIT RISK FOR CASH DEPOSITS

Financial instruments that potentially subject the Plan to concentrations of credit risk consist principally of cash deposits at a brokerage firm. The accounts at the brokerage firm contain cash and government securities. Balances are insured up to $500,000, with a limit of $100,000 for cash, by the SIPC (Securities Investor Protection Corporation). At August 31, 2014 and 2013, the Plan had approximately $271,000 and $347,000 in excess of SIPC insured limits, respectively.

NOTE 9 – DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated on January 15, 2015, which is the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

CATTLEMENS PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

August 31, 2014 and 2013

Stock	Shares		2014 Cost	2013 Cost	2014 Fair Value	2013 Fair Value
Cattlemens (party in interest)	281/281		$ 196,700	$ 196,700	$ 517,040	$ 496,200
Total stocks			196,700	196,700	517,040	496,200
Mutual Funds						
Vanguard Index Trust	3304/2796		404,704	341,000	705,196	514,300
Weitz Partners Inc.	14751/14678		309,437	307,000	501,698	433,300
Mairs & Power Growth Fund	4101/3898		305,011	293,400	473,043	392,900
Oakmark FDS	13167/13896		388,598	360,100	634,508	477,200
Longleaf Partners Fund	15398/12666		405,257	389,300	550,028	452,400
Dodge & Cox Fund	2309/2236		274,106	268,800	420,317	330,500
Fairholme Fund	8247/7587		254,427	228,700	351,414	283,600
Sandridge Permian Trust	3800/3800		50,009	57,200	44,042	55,300
Pacific Coast	12500/0		195,482	-	147,250	-
Total mutual funds			2,587,031	2,245,500	3,827,496	2,939,500
Notes						
13.2818% interest in note receivable, secured by 1st deed of trust, 10%, due 09/01/14			115,000	115,000	115,000	115,000
5.618% interest in note receivable, secured by 1st deed of trust, 6%, due 06/01/15		*	250,562	250,500	250,562	250,000
12.5% interest in note receivable, secured by 1st deed of trust, 9.25%, due 06/01/14		*	200,000	200,000	200,000	200,000
3.636 interest in notes receivable, secured by 1st deed of trust, 8.75%, due 06/01/17			-	200,000	-	200,000
7.759% interest in note receivable, secured by 1st deed of trust, 1.27%, due 01/01/17			144,975	225,600	144,975	165,000
7.759% interest in note receivable, secured by 1st deed of trust, 18%, due 04/01/17			8,691		8,691	
Total mutual funds			719,228	991,100	719,228	930,000
Limited liability company			135,084	135,100	104,610	100,100
Total Assets Held for Investment			$ 3,638,043	$ 3,568,400	$ 5,168,374	$ 4,465,800

* notes subsequentantly paid off in September 2014

STATEMENT 5
SCHEDULE H, PAGE 4, LINE 4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
CATTLEMENS PROFIT SHARING PLAN 94-1729627 001

PARTY IN INTEREST	IDENTIFICATION	DESCRIPTION	COST	CURRENT AMOUNT
	BSF EVENT CENTER	1.27% SECURED	$ 144,975.	$ 144,975.
	RAM TRUST NOTE	10% SECURED	115,000.	115,000.
	BSF EVENT CENTER	18$ SECURED	8,691.	8,691.
	HOEY FAMILY TRUST	6% SECURED	250,562.	250,562.
	DECONNICK VINEYARDS	9.25% SECURED	200,000.	200,000.
X	CATTLEMENS	COMMON STOCK	196,700.	517,040.
	DODGE & FOX	MUTUAL FUND	274,106.	420,317.
	FAIRHOLME FUND	MUTUAL FUND	254,427.	351,414.
	LONGLEAF PARTNERS	MUTUAL FUND	405,257.	550,028.
	MAIRS & POWERS	MUTUAL FUND	305,011.	473,043.
	OAKMARK FDS	MUTUAL FUND	388,598.	634,508.
	PACIFIC COAST	MUTUAL FUND	195,482.	147,250.
	SANDRIGE PERMIAN TRU	MUTUAL FUND	50,009.	44,042.
	VANGUARD INDEX TRUST	MUTUAL FUND	404,704.	705,196.
	WEITS PARTNERS	MUTUAL FUND	309,437.	501,698.
X	PARTICIPANT LOANS	NOTES	18,261.	18,261.
	BAY SIERRA - PHILO	PARTNERSHIP INTEREST	135,084.	104,610.

FINANCIAL INFORMATION (SCH. H, I)
FIDELITY BOND COVERING PLAN

COVERAGE DATES OCT 2014 THRU OCT 2015.....	$	620,000.
TOTAL	$	620,000.