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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/29/1969

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

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

2b Employer Identification Number (EIN)
94-1441610

2c Plan Sponsor's telephone number
209-667-2651

2d Business code (see instructions)
112300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	BARRY MARCUS
	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 ☐ Same as Plan Sponsor

GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

3b Administrator's EIN
94-1441610

3c Administrator's telephone number
209-667-2651

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**	296
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	261
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	261
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	274
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	22
f	Total. Add lines **6d** and **6e**.	**6f**	296
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	261
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 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)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☒		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1441610

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

AMERICAN INVESTORS COMPANY

2682 BISHOP DRIVE STREET 123
P.O. BOX 1307
SAN RAMON, CA 94583

94-2201424

(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?
27 28	INVESTMENT ADVISOR	0	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FOX & FOX BENEFIT CONSULTANTS

1990 SHAW AVE., SUITE B
CLOVIS, CA 93611

77-0228429

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17	TPA	0	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1441610

Part I **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
0					

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears
0	0				

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
			0

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
0	0				

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1441610

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	15193	10093
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	764466	799930
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	68384	23116
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1800975	4189386
(2) U.S. Government securities	1c(2)	312283	305905
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	806832	874238
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	132068	141657
(B) Common	1c(4)(B)	5297144	6176810
(5) Partnership/joint venture interests	1c(5)	327982	161076
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	3127968	1184183
(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)	2732226	2823253
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	15385521	16689647
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	16827	19288
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	16827	19288
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	15368694	16670359

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)	799930	
	(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)		799930
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	141520	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	811	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		142331
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	296592	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	52613	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		349205
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	8986	
	(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)		8986
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	500812	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		500812

		(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		1801264
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	424117	
(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)		424117
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)	16864	
(3) Investment advisory and management fees	2i(3)	57458	
(4) Other	2i(4)	1160	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		75482
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		499599
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1301665
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: ATHERTON & ASSOCIATES **(2)** EIN: 94-1239084

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		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1441610

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): _____ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 0.0% 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):

GEMPERLE BROTHERS
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2014



ATHERTON
& ASSOCIATES, LLP

certified public accountants

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ATHERTON
& ASSOCIATES, LLP
certified public accountants

INDEPENDENT AUDITOR'S REPORT

October 12, 2015

Board of Trustees
Gemperle Brothers Profit Sharing Plan
Turlock, California

Report on the Financial Statements
We have audited the accompanying financial statements of Gemperle Brothers Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on 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 of 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 entity'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 entity'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.

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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, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4i – Schedule of Assets Held at End of Year and Schedule H, and Line 4i – Schedule of Assets Acquired and Disposed of Within Year as of and for the year ended December 31, 2014 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.

Atherton & Associates, LLP

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments, at fair value		
Money market funds	$ 4,189,386	$ 1,800,975
Corporate stocks, common	6,176,810	5,297,144
Corporate stocks, preferred	141,657	132,068
U.S. Government securities	305,905	312,283
Mutual funds	2,823,253	2,732,226
Exchange traded funds	874,238	806,832
Partnership interests	161,076	327,982
Notes receivable	1,184,183	3,127,968
Total investments	15,856,508	14,537,478
Receivables		
Employers' contributions	799,930	764,466
Interest	23,116	68,384
Total receivables	823,046	832,850
Cash	10,093	15,193
Total assets	16,689,647	15,385,521
LIABILITIES, accrued expenses	19,289	16,827
NET ASSETS AVAILABLE FOR BENEFITS	$ 16,670,358	$ 15,368,694

 The notes to financial statements are an integral part of these statements

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2014

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	$ 531,185
Interest	141,520
Dividends	296,592
Other investment income	32,037
Total investment income	1,001,334
Employers' contributions	799,930
Total additions	1,801,264
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	424,117
Administrative expenses	75,483
Total deductions	499,600
Net increase in net assets	1,301,664
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	15,368,694
End of year	$ 16,670,358

NOTES TO FINANCIAL STATEMENTS

Note 1 Description of the Plan

The following description of the Gemperle Brothers 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 defined contribution plan covering all full-time employees of Gemperle Brothers and Gemperle Egg Packing, Inc. (the Company) who have completed one year of service. Employees can enter the Plan on January 1 or July 1 after they become eligible. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed. The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

Contributions Each year the Company contributes a percentage of qualified employee earnings. Contributions are at management's discretion. The Plan does not allow participant contributions.

Participant Accounts Each participant's account is credited with an allocation of (a) the Company's contributions, (b) Plan earnings, and charged with an allocation of administrative expenses, and (c) forfeitures of terminated participants' nonvested accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Notes Receivable from Participants The Plan does not allow for participant loans.

Payment of Benefits On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in installments.

Vesting A participant's vesting in the Company contributions portion of their account plus earnings thereon is based on years of continuous service. A participant becomes 100 percent vested after six years of credited service. A participant is 100% vested after reaching normal retirement age, or upon death or disability.

Forfeitures At December 31, 2014 and 2013, there were no forfeited nonvested accounts which had not been allocated to eligible participants.

Administrative Expenses Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements.

Note 2 Summary of Accounting Policies

Basis of Accounting The financial statements are prepared on the accrual basis of accounting.

Investment Valuations and Income Recognition The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest income earned in brokerage accounts are recorded when paid. Interest income earned on all other income producing assets is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Note 2 Summary of Accounting Policies (Continued)

Payment of Benefits The Plan records benefits when paid. Total vested benefits due to terminated and retired participants but not paid was $4,641,447 as of December 31, 2014.

Recent Accounting Pronouncements In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, Fair Value Measurement (Topic 820): Disclosure for Investments in Certain Entities that calculate Net Asset Value per Share (or its equivalent). The amendments in this Update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using the practical expedient. The amendments in this update will generally be effective for fiscal years beginning after December 15, 2016 for non public entities.

Accounting for Uncertainty in Income Taxes Accounting principles generally accepted in the United States of America require Plan management 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. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for the years ended December 31, 2010 and before.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 12, 2015, the date the financial statements were available to be issued.

Note 3 Concentration of Credit Risk

The Federal Deposits Insurance Corporation (FDIC) insures the money market funds held in the Plan's TD Ameritrade account for a maximum of $500,000. Securities held in the Plan's TD Ameritrade account are insured by the Securities Investor Protection Corporation for a maximum of $500,000. TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only. In addition, the FDIC insures up to $250,000 for amounts held in other financial institutions. The uninsured cash and money market funds amounted to $3,689,387 at December 31, 2014.

Note 4 Investments

Investments that represent five percent or more of the Plan's net assets as of December 31, 2014 and 2013 are separately identified as follows:

	2014	2013
Money Market – Bank of America	$2,850,000	$ 815,000
Money Market – TD Ameritrade	1,339,386	985,975

During 2014, the Plan's investments (including gains and losses on investments bought and sold, and held during the year) appreciated (depreciated) in value as follows:

Corporate stocks, common	$ 295,593
Corporate stocks, preferred	9,589
U.S. government securities	(6,356)
Mutual funds	125,218
Exchange traded funds	67,406
Partnership interests	39,735
Net appreciation in fair value of investments	$ 531,185

Note 5 Transactions with Party-In-Interest

Gemperle Brothers and Gemperle Egg Packing Inc., the Plan sponsor's, Fox and Fox, the Plan's third party administrator, American Investor's Company, the Plan's investment advisor, Triebsch & Frampton, the Plan's attorneys, and Atherton and Associates, LLP, the Plan's auditor, are parties-in-interest according to Section 3(14) of ERISA.

Note 6 Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Note 7 Plan Termination

Although it has not expressed any interest 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 accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 8 Risk 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 and balances and the amounts reported in the statements of net assets available for benefits.

Note 9 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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.

There have been no changes in the methodologies used at December 31, 2014 and 2013. The following is a description of the valuation methodologies used for assets measured at fair value.

Money market funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common stocks, preferred stocks, exchange traded funds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Note 9 Fair Value Measurements (Continued)

Partnership interests: Valued by computing the average net operating income for the prior five years and applying a capitalization rate of 10% less an estimated 5% discount for disposal purposes and then comparing to the underlying net book value of fixed assets.

Notes receivable: Valued at amortized cost, which approximates fair value.

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

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Money market funds*	$ 4,189,386	$ -	$ -	$ 4,189,386
Corporate stocks, common				
Large core*	1,659,938	-	-	1,659,938
Large value*	1,712,799	-	-	1,712,799
Large growth	706,214	-	-	706,214
Mid core	655,946	-	-	655,946
Mid value	370,411	-	-	370,411
Mid growth	338,512	-	-	338,512
Small core	122,124	-	-	122,124
Small value	335,406	-	-	335,406
Small growth	100,466	-	-	100,466
Long term bond	94,248	-	-	94,248
Multi sector bond	54,050	-	-	54,050
Utilities	26,696	-	-	26,696
Corporate stock, preferred				
Mid value	100,590	-	-	100,590
Small value	41,067	-	-	41,067
U.S. government securities	305,905	-	-	305,905
Mutual funds				
Small value	751,319	-	-	751,319
Short term bond*	2,071,934	-	-	2,071,934
Exchange traded funds				
Large blend	22,325	-	-	22,325
Financial	160,745	-	-	160,745
Government bonds	302,208	-	-	302,208
Precious metals	388,960	-	-	388,960
Partnership interests	-	-	161,076	161,076
Notes receivable*	-	-	1,184,183	1,184,183
Total assets at fair value	$14,511,249	$ -	$1,345,259	$15,856,508

Note 9 Fair Value Measurements (Continued)

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Money market funds*	$ 1,800,975	$ -	$ -	$ 1,800,975
Corporate stocks, common				
Large core*	1,318,946	-	-	1,318,946
Large value*	1,560,643	-	-	1,560,643
Large growth	710,998	-	-	710,998
Mid core	601,040	-	-	601,040
Mid value	239,587	-	-	239,587
Mid growth	292,641	-	-	292,641
Small core	43,600	-	-	43,600
Small value	311,213	-	-	311,213
Small growth	42,284	-	-	42,284
Long term bond	99,960	-	-	99,960
Multi sector bond	52,026	-	-	52,026
Utilities	24,206	-	-	24,206
Corporate stock, preferred				
Mid value	94,180	-	-	94,180
Small value	37,888	-	-	37,888
U.S. government securities	312,283	-	-	312,283
Mutual funds				
Emerging markets bond	40,181	-	-	40,181
Small value	641,298	-	-	641,298
Short term bond*	2,050,747	-	-	2,050,747
Exchange traded funds				
Large blend	23,158	-	-	23,158
Financial	142,090	-	-	142,090
Government bonds	244,464	-	-	244,464
Precious metals	397,120	-	-	397,120
Partnership interests	-	-	327,982	327,982
Notes receivable*	-	-	3,127,968	3,127,968
Total assets at fair value	$11,081,528	$ -	$3,455,950	$14,537,478

*Represents 5% or more of the Plan's net assets.

Note 9 Fair Value Measurements (Continued)

Level 3 gains and losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2014.

	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 327,982	$ 3,127,968
Realized gain	21,387	-
Unrealized gain	18,348	-
Earnings	31,226	-
Loans	-	45,000
Sales	(221,504)	-
Distributions/payments	(16,363)	(1,988,785)
Balance, end of year	$ 161,076	$ 1,184,183

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December, 2014 and 2013, respectively, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value 12/31/2014	Fair Value 12/31/2013	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Partnership interest	$ 161,076	$ 327,982	Discounted cash flow	Net book value of fixed assets	$2,174,234
				5 year average net operating income	$ 325,282
				Capitalization rate	10%
				Discount rate	5%
Notes receivable	$1,184,183	$3,127,968	Amortized cost	Interest rates	5.0% - 7.25%
				Maturity dates	Past due - 5/12/18

Note 10 Subsequent Event

Subsequent to year end, the Plan received a request from the Department of Labor for information to review the Plan for years 2009-2011. As of issuance of these financial statements, no other communication or correspondence has been received by the Department of Labor.

SUPPLEMENTAL SCHEDULES - FORM 5500 PURPOSES

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade	Money market	$ 1,339,386	$ 1,339,386
Bank of America	Money market	2,850,000	2,850,000
		$ 4,189,386	$ 4,189,386
TD Ameritrade - Abbott Laboratories	Corporate stocks - common	$ 21,228	$ 63,028
TD Ameritrade - Abbvie Inc	Corporate stocks - common	22,951	91,616
TD Ameritrade - Accenture LTD	Corporate stocks - common	23,785	35,724
TD Ameritrade - Alliance Resource Partners LP	Corporate stocks - common	27,480	86,100
TD Ameritrade - Alliancebernstein Income Fund Common	Corporate stocks - common	19,978	17,928
TD Ameritrade - American Capital Agency Corp	Corporate stocks - common	19,827	13,098
TD Ameritrade - American Capital Mortgage Investment	Corporate stocks - common	19,857	15,072
TD Ameritrade - American Water Works Co Inc	Corporate stocks - common	24,947	58,630
TD Ameritrade - Amerigas Partners-LP	Corporate stocks - common	12,661	14,376
TD Ameritrade - AmerisourceBergen Corp	Corporate stocks - common	11,094	63,112
TD Ameritrade - Annaly Capital Management Inc	Corporate stocks - common	48,384	32,430
TD Ameritrade - Apollo Residential Mortgage Company	Corporate stocks - common	19,790	14,193
TD Ameritrade - Aqua America Inc	Corporate stocks - common	25,080	48,380
TD Ameritrade - Armour Residential Reit Inc	Corporate stocks - common	19,778	10,304
TD Ameritrade - AT&T Inc	Corporate stocks - common	25,416	28,551
TD Ameritrade - AVIV Reit Inc MD	Corporate stocks - common	29,001	41,376
TD Ameritrade - Bank America Corp	Corporate stocks - common	50,114	98,395
TD Ameritrade - Baxter International Inc	Corporate stocks - common	19,717	47,638

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - Baytex Energy Trust	Corporate stocks - common	$ 24,785	$ 20,763
TD Ameritrade - Berkshire Hathaway Inc	Corporate stocks - common	58,070	150,150
TD Ameritrade - Biomed Realty Trust	Corporate stocks - common	50,804	51,696
TD Ameritrade - Boeing Company	Corporate stocks - common	10,014	38,994
TD Ameritrade - BP P L C Sponsored ADR	Corporate stocks - common	47,154	39,645
TD Ameritrade - Bristol Myers Squibb Co.	Corporate stocks - common	56,599	88,545
TD Ameritrade - California Resourses Corporation	Corporate stocks - common	353	1,983
TD Ameritrade - Cameron International	Corporate stocks - common	19,590	86,913
TD Ameritrade - Cardinal Health	Corporate stocks - common	13,919	24,219
TD Ameritrade - CareFusion Corporation	Corporate stocks - common	5,515	8,901
TD Ameritrade - Caterpillar Inc	Corporate stocks - common	23,432	118,989
TD Ameritrade - Centurylink Inc	Corporate stocks - common	28,901	32,653
TD Ameritrade - ChevronTexaco Corp	Corporate stocks - common	32,257	112,180
TD Ameritrade - Cimarex Energy	Corporate stocks - common	20,415	79,500
TD Ameritrade - Cisco Systems	Corporate stocks - common	45,910	69,537
TD Ameritrade - Cohen & Steers Infrastructure Fund	Corporate stocks - common	20,301	26,696
TD Ameritrade - Colgate-Palmolive Company	Corporate stocks - common	23,047	55,352
TD Ameritrade - Comcast Corp	Corporate stocks - common	33,810	81,214
TD Ameritrade - Conocophillips Corp	Corporate stocks - common	21,594	27,624
TD Ameritrade - Consolidated Water Co Ltd	Corporate stocks - common	24,866	20,826
TD Ameritrade - Covidien Ltd	Corporate stocks - common	28,122	71,596
TD Ameritrade - Cummins Inc	Corporate stocks - common	25,903	43,251
TD Ameritrade - Devon Energy Corp	Corporate stocks - common	19,765	44,684
TD Ameritrade - Diamond Offshore Drilling Inc	Corporate stocks - common	25,705	45,888

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - Dominion Resources Inc	Corporate stocks - common	$ 14,335	$ 38,450
TD Ameritrade - E M C Corp Mass	Corporate stocks - common	25,448	29,740
TD Ameritrade - Eaton Corp PLC	Corporate stocks - common	43,234	40,776
TD Ameritrade - Edison International	Corporate stocks - common	15,987	39,288
TD Ameritrade - Energy Transfer Partners LP	Corporate stocks - common	41,477	42,770
TD Ameritrade - Ensco International Inc	Corporate stocks - common	19,895	21,714
TD Ameritrade - Enterprise Products Partners LP	Corporate stocks - common	40,099	77,658
TD Ameritrade - Exelon Corp	Corporate stocks - common	16,406	14,832
TD Ameritrade - Express Scripts Holding	Corporate stocks - common	10,016	68,583
TD Ameritrade - Exxon Mobil	Corporate stocks - common	58,615	136,826
TD Ameritrade - Fortinet Inc	Corporate stocks - common	21,307	30,660
TD Ameritrade - General Electric Co	Corporate stocks - common	127,380	106,639
TD Ameritrade - Halliburton Co	Corporate stocks - common	6,930	39,330
TD Ameritrade - HCP Inc	Corporate stocks - common	49,908	52,836
TD Ameritrade - Health Care REIT	Corporate stocks - common	11,654	45,402
TD Ameritrade - Healthcare Trust of America	Corporate stocks - common	36,109	40,410
TD Ameritrade - Hess Corporation	Corporate stocks - common	9,732	38,755
TD Ameritrade - Hewlett-Packard Co	Corporate stocks - common	258,792	240,780
TD Ameritrade - Hospira Inc.	Corporate stocks - common	2,749	8,575
TD Ameritrade - Intel Corp	Corporate stocks - common	27,550	65,322
TD Ameritrade - Invesco Mortgage Capital, Inc	Corporate stocks - common	19,827	14,687
TD Ameritrade - Johnson & Johnson	Corporate stocks - common	59,943	158,946
TD Ameritrade - Joy Global Inc	Corporate stocks - common	24,414	23,260
TD Ameritrade - JP Morgan Chase & Co	Corporate stocks - common	104,800	187,740

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade -Kinder Morgan INC	Corporate stocks - common	$ 40,751	$ 92,786
TD Ameritrade - Laboratory Corp of America	Corporate stocks - common	24,439	64,740
TD Ameritrade - Magellan Midstream Partners LP	Corporate stocks - common	22,729	157,054
TD Ameritrade - Mallinckrodt	Corporate stocks - common	2,586	8,616
TD Ameritrade - Markwest Energy Partners, LP	Corporate stocks - common	23,278	26,876
TD Ameritrade - Medical Properties Trust	Corporate stocks - common	13,020	49,608
TD Ameritrade - Medtronic Inc	Corporate stocks - common	19,275	28,880
TD Ameritrade - Merck & Co Inc	Corporate stocks - common	30,117	68,773
TD Ameritrade - National Health Investors Inc	Corporate stocks - common	33,846	38,478
TD Ameritrade - National Oilwell Varco Inc	Corporate stocks - common	23,890	19,659
TD Ameritrade - Nestle S A	Corporate stocks - common	19,890	54,713
TD Ameritrade - Northeast Bancorp	Corporate stocks - common	18,868	19,280
TD Ameritrade - Novartis A G Spon ADR	Corporate stocks - common	41,106	92,660
TD Ameritrade - Occidental Petroleum Corp	Corporate stocks - common	9,520	72,549
TD Ameritrade - Oceaneering International Inc	Corporate stocks - common	27,370	47,048
TD Ameritrade - OGE Energy Corp	Corporate stocks - common	32,955	106,440
TD Ameritrade - Omega Healthcare Investors Inc	Corporate stocks - common	53,703	58,605
TD Ameritrade - Oracle Corp	Corporate stocks - common	15,580	44,970
TD Ameritrade - Palo Alto Networks	Corporate stocks - common	11,794	30,642
TD Ameritrade - Patterson-UTI Energy Inc	Corporate stocks - common	19,951	20,737
TD Ameritrade - Pengrowth Energy Trust	Corporate stocks - common	23,644	4,043
TD Ameritrade - Penn West Energy Trust	Corporate stocks - common	24,876	1,664
TD Ameritrade - Pentair LTD	Corporate stocks - common	1,404	3,122
TD Ameritrade - Petroleo Brasileiro SA Petrobras	Corporate stocks - common	57,584	21,900

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - Pfizer Inc	Corporate stocks - common	$ 42,720	$ 49,622
TD Ameritrade - Pharmerica Corp	Corporate stocks - common	615	1,118
TD Ameritrade - Phillips 66	Corporate stocks - common	6,416	14,340
TD Ameritrade - Physicians Realty Trust	Corporate stocks - common	35,218	44,820
TD Ameritrade - Pimco Corporate Opportunity Fund	Corporate stocks - common	74,559	76,320
TD Ameritrade - Pimco Income Strategy Fund	Corporate stocks - common	49,226	54,050
TD Ameritrade - Potash Corp	Corporate stocks - common	41,674	49,448
TD Ameritrade - Qualcomm Inc	Corporate stocks - common	18,330	37,165
TD Ameritrade - Royal Dutch Petroleum Co	Corporate stocks - common	16,171	26,780
TD Ameritrade - San Juan Basin Royalty Trust	Corporate stocks - common	5,000	8,906
TD Ameritrade - Schlumberger LTD	Corporate stocks - common	14,700	64,057
TD Ameritrade - Senior Housing Property Trust	Corporate stocks - common	11,465	66,330
TD Ameritrade - Source Capital Inc	Corporate stocks - common	25,831	46,417
TD Ameritrade - Stryker Corp	Corporate stocks - common	26,596	56,598
TD Ameritrade - Student Trans Inc	Corporate stocks - common	13,299	12,460
TD Ameritrade - Symantec Corp	Corporate stocks - common	23,571	43,614
TD Ameritrade - TE Connectivity Ltd	Corporate stocks - common	31,203	50,600
TD Ameritrade - TEVA Pharmaceutical	Corporate stocks - common	28,933	57,510
TD Ameritrade - Texas Instruments Inc	Corporate stocks - common	30,132	53,465
TD Ameritrade - The ADT Corporation	Corporate stocks - common	2,615	3,623
TD Ameritrade - The Mosaic Co	Corporate stocks - common	41,960	45,650
TD Ameritrade - Tidewater Inc	Corporate stocks - common	19,365	21,067
TD Ameritrade - Total System Services Inc	Corporate stocks - common	30,660	33,960
TD Ameritrade - Transocean Inc	Corporate stocks - common	13,524	10,888

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - Tyco Intl LTD New	Corporate stocks - common	$ 4,008	$ 8,772
TD Ameritrade - United Natural Foods Inc	Corporate stocks - common	43,269	115,988
TD Ameritrade - Universal Health Realty Income Trust	Corporate stocks - common	34,377	38,496
TD Ameritrade - US Bancorp (Del)	Corporate stocks - common	13,709	44,950
TD Ameritrade - Varian Medical Systems Inc	Corporate stocks - common	25,313	41,092
TD Ameritrade - Ventas Inc	Corporate stocks - common	64,259	71,700
TD Ameritrade - Verizon Communications	Corporate stocks - common	24,547	30,407
TD Ameritrade - Wendy's Company	Corporate stocks - common	24,609	45,150
TD Ameritrade - Zimmer Holdings Inc	Corporate stocks - common	-	8,507
TD Ameritrade - Zoetis Inc	Corporate stocks - common	5,809	21,558
		3,584,385	6,175,000
Charles Schwab - Home Fed Corporation	Corporate stocks - common	-	1,810
		$ 3,584,385	$ 6,176,810
TD Ameritrade - AES Tr III 6.75% TR Pfd Conv Secs	Corporate stocks - preferred	$ 50,470	$ 50,890
TD Ameritrade - El Paso Energy Capital Trust	Corporate stocks - preferred	25,322	41,067
TD Ameritrade - Annaly Capital Management Inc Pfd	Corporate stocks - preferred	49,990	49,700
		$ 125,782	$ 141,657

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - GNMA Pass-Thru X, 7.00%, 2029	U.S. government securities	$ 533	$ 533
TD Ameritrade - US Treasury N/B, 2.25%, 2015	U.S. government securities	100,042	100,168
TD Ameritrade - US Treasury N/B, 2.625%, 2016	U.S. government securities	198,036	205,204
		$ 298,611	$ 305,905
TD Ameritrade - iShares Barclays 20+ Year	Exchange traded funds	$ 254,280	$ 302,208
TD Ameritrade - iShares COMEX Gold Trust	Exchange traded funds	247,588	388,960
TD Ameritrade - Market Vectors Agribusiness	Exchange traded funds	24,162	22,325
TD Ameritrade - Select Sector SPDR Trust Financial	Exchange traded funds	102,059	160,745
		$ 628,089	$ 874,238
TD Ameritrade - Forward FDS - Accessor Select Income	Mutual funds	$ 650,854	$ 751,319
TD Ameritrade - Highmark FDS Short Term Bond	Mutual funds	481,541	482,193
TD Ameritrade - JP Morgan FD SVCS SHT Dura	Mutual funds	519,887	519,675
TD Ameritrade - Marshall Funds Short Term Income	Mutual funds	533,533	538,841
TD Ameritrade - Riverpark Short Term Retail	Mutual funds	259,087	262,061
TD Ameritrade - PIMCO Low Duration II FD	Mutual funds	270,337	269,164
		$ 2,715,239	$ 2,823,253

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
Peabody Self Storage	Partnership interests	$ 127,865	$ 161,076
Note Receivable, John C. Williams	12/31/15; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
Note Receivable, Canal Street Partnership	5/12/18; 6.00%; secured by deed of trust	12,330	9,440
Note Receivable, 352 E. Olive Ave., LLC	11/1/17; 7.25%; unsecured	232,173	45,000
Note Receivable, John Grover	Past Due; 6.50%; secured by deed of trust	175,000	175,000
Note Receivable, William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
Note Receivable, Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	9,135	2,595
Note Receivable, Skeels Farms LTD.	1/1/18; 5.00%; secured by deed of trust	152,581	150,193
Note Receivable, Skeels Farms	1/1/18; 5.00%; secured by deed of trust	250,967	247,038
		$ 1,387,103	$ 1,184,183
Bank of America	General Checking	$ 10,093	$ 10,093

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Corporate Stocks - Common			
TD Ameritrade	Biomed Realty Trust	$ 50,804	$ -
TD Ameritrade	Eaton Corp PLC	43,234	-
TD Ameritrade	HCP Inc	49,908	-
TD Ameritrade	Health Care REIT	25,938	-
TD Ameritrade	Kinder Morgan Energy Partners LP	-	10,770
TD Ameritrade	Medical Properties Trust	34,668	-
TD Ameritrade	National Health Investors Inc	33,846	-
TD Ameritrade	National Oilwell Varco Inc	23,890	-
TD Ameritrade	Omega Healthcare Investors Inc	53,703	-
TD Ameritrade	Palo Alto Networks	-	26,193
TD Ameritrade	Physicians Realty Trust	35,218	-
TD Ameritrade	Senior Housing Property Trust	55,830	-
TD Ameritrade	Total Sys Svcs Inc	30,660	-
TD Ameritrade	Universal Health Realty Income Trust	34,377	-
TD Ameritrade	Ventas Inc	64,259	-
Mutual Funds			
TD Ameritrade	PIMCO FDS Emerging Local Bond	-	18,129
TD Ameritrade	T Rowe Price Emerging Markets	-	21,130

SUPPLEMENTAL SCHEDULES - FORM 5500 PURPOSES

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade	Money market	$ 1,339,386	$ 1,339,386
Bank of America	Money market	2,850,000	2,850,000
		$ 4,189,386	$ 4,189,386
TD Ameritrade - Abbott Laboratories	Corporate stocks - common	$ 21,228	$ 63,028
TD Ameritrade - Abbvie Inc	Corporate stocks - common	22,951	91,616
TD Ameritrade - Accenture LTD	Corporate stocks - common	23,785	35,724
TD Ameritrade - Alliance Resource Partners LP	Corporate stocks - common	27,480	86,100
TD Ameritrade - Alliancebernstein Income Fund Common	Corporate stocks - common	19,978	17,928
TD Ameritrade - American Capital Agency Corp	Corporate stocks - common	19,827	13,098
TD Ameritrade - American Capital Mortgage Investment	Corporate stocks - common	19,857	15,072
TD Ameritrade - American Water Works Co Inc	Corporate stocks - common	24,947	58,630
TD Ameritrade - Amerigas Partners-LP	Corporate stocks - common	12,661	14,376
TD Ameritrade - AmerisourceBergen Corp	Corporate stocks - common	11,094	63,112
TD Ameritrade - Annaly Capital Management Inc	Corporate stocks - common	48,384	32,430
TD Ameritrade - Apollo Residential Mortgage Company	Corporate stocks - common	19,790	14,193
TD Ameritrade - Aqua America Inc	Corporate stocks - common	25,080	48,380
TD Ameritrade - Armour Residential Reit Inc	Corporate stocks - common	19,778	10,304
TD Ameritrade - AT&T Inc	Corporate stocks - common	25,416	28,551
TD Ameritrade - AVIV Reit Inc MD	Corporate stocks - common	29,001	41,376
TD Ameritrade - Bank America Corp	Corporate stocks - common	50,114	98,395
TD Ameritrade - Baxter International Inc	Corporate stocks - common	19,717	47,638

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TD Ameritrade - Baytex Energy Trust	Corporate stocks - common	$ 24,785	$ 20,763
TD Ameritrade - Berkshire Hathaway Inc	Corporate stocks - common	58,070	150,150
TD Ameritrade - Biomed Realty Trust	Corporate stocks - common	50,804	51,696
TD Ameritrade - Boeing Company	Corporate stocks - common	10,014	38,994
TD Ameritrade - BP P L C Sponsored ADR	Corporate stocks - common	47,154	39,645
TD Ameritrade - Bristol Myers Squibb Co.	Corporate stocks - common	56,599	88,545
TD Ameritrade - California Resourses Corporation	Corporate stocks - common	353	1,983
TD Ameritrade - Cameron International	Corporate stocks - common	19,590	86,913
TD Ameritrade - Cardinal Health	Corporate stocks - common	13,919	24,219
TD Ameritrade - CareFusion Corporation	Corporate stocks - common	5,515	8,901
TD Ameritrade - Caterpillar Inc	Corporate stocks - common	23,432	118,989
TD Ameritrade - Centurylink Inc	Corporate stocks - common	28,901	32,653
TD Ameritrade - ChevronTexaco Corp	Corporate stocks - common	32,257	112,180
TD Ameritrade - Cimarex Energy	Corporate stocks - common	20,415	79,500
TD Ameritrade - Cisco Systems	Corporate stocks - common	45,910	69,537
TD Ameritrade - Cohen & Steers Infrastructure Fund	Corporate stocks - common	20,301	26,696
TD Ameritrade - Colgate-Palmolive Company	Corporate stocks - common	23,047	55,352
TD Ameritrade - Comcast Corp	Corporate stocks - common	33,810	81,214
TD Ameritrade - Conocophillips Corp	Corporate stocks - common	21,594	27,624
TD Ameritrade - Consolidated Water Co Ltd	Corporate stocks - common	24,866	20,826
TD Ameritrade - Covidien Ltd	Corporate stocks - common	28,122	71,596
TD Ameritrade - Cummins Inc	Corporate stocks - common	25,903	43,251
TD Ameritrade - Devon Energy Corp	Corporate stocks - common	19,765	44,684
TD Ameritrade - Diamond Offshore Drilling Inc	Corporate stocks - common	25,705	45,888

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade - Dominion Resources Inc	Corporate stocks - common	$ 14,335	$ 38,450
TD Ameritrade - E M C Corp Mass	Corporate stocks - common	25,448	29,740
TD Ameritrade - Eaton Corp PLC	Corporate stocks - common	43,234	40,776
TD Ameritrade - Edison International	Corporate stocks - common	15,987	39,288
TD Ameritrade - Energy Transfer Partners LP	Corporate stocks - common	41,477	42,770
TD Ameritrade - Ensco International Inc	Corporate stocks - common	19,895	21,714
TD Ameritrade - Enterprise Products Partners LP	Corporate stocks - common	40,099	77,658
TD Ameritrade - Exelon Corp	Corporate stocks - common	16,406	14,832
TD Ameritrade - Express Scripts Holding	Corporate stocks - common	10,016	68,583
TD Ameritrade - Exxon Mobil	Corporate stocks - common	58,615	136,826
TD Ameritrade - Fortinet Inc	Corporate stocks - common	21,307	30,660
TD Ameritrade - General Electric Co	Corporate stocks - common	127,380	106,639
TD Ameritrade - Halliburton Co	Corporate stocks - common	6,930	39,330
TD Ameritrade - HCP Inc	Corporate stocks - common	49,908	52,836
TD Ameritrade - Health Care REIT	Corporate stocks - common	11,654	45,402
TD Ameritrade - Healthcare Trust of America	Corporate stocks - common	36,109	40,410
TD Ameritrade - Hess Corporation	Corporate stocks - common	9,732	38,755
TD Ameritrade - Hewlett-Packard Co	Corporate stocks - common	258,792	240,780
TD Ameritrade - Hospira Inc.	Corporate stocks - common	2,749	8,575
TD Ameritrade - Intel Corp	Corporate stocks - common	27,550	65,322
TD Ameritrade - Invesco Mortgage Capital, Inc	Corporate stocks - common	19,827	14,687
TD Ameritrade - Johnson & Johnson	Corporate stocks - common	59,943	158,946
TD Ameritrade - Joy Global Inc	Corporate stocks - common	24,414	23,260
TD Ameritrade - JP Morgan Chase & Co	Corporate stocks - common	104,800	187,740

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Current Value
TD Ameritrade -Kinder Morgan INC	Corporate stocks - common	$ 40,751	$ 92,786
TD Ameritrade - Laboratory Corp of America	Corporate stocks - common	24,439	64,740
TD Ameritrade - Magellan Midstream Partners LP	Corporate stocks - common	22,729	157,054
TD Ameritrade - Mallinckrodt	Corporate stocks - common	2,586	8,616
TD Ameritrade - Markwest Energy Partners, LP	Corporate stocks - common	23,278	26,876
TD Ameritrade - Medical Properties Trust	Corporate stocks - common	13,020	49,608
TD Ameritrade - Medtronic Inc	Corporate stocks - common	19,275	28,880
TD Ameritrade - Merck & Co Inc	Corporate stocks - common	30,117	68,773
TD Ameritrade - National Health Investors Inc	Corporate stocks - common	33,846	38,478
TD Ameritrade - National Oilwell Varco Inc	Corporate stocks - common	23,890	19,659
TD Ameritrade - Nestle S A	Corporate stocks - common	19,890	54,713
TD Ameritrade - Northeast Bancorp	Corporate stocks - common	18,868	19,280
TD Ameritrade - Novartis A G Spon ADR	Corporate stocks - common	41,106	92,660
TD Ameritrade - Occidental Petroleum Corp	Corporate stocks - common	9,520	72,549
TD Ameritrade - Oceaneering International Inc	Corporate stocks - common	27,370	47,048
TD Ameritrade - OGE Energy Corp	Corporate stocks - common	32,955	106,440
TD Ameritrade - Omega Healthcare Investors Inc	Corporate stocks - common	53,703	58,605
TD Ameritrade - Oracle Corp	Corporate stocks - common	15,580	44,970
TD Ameritrade - Palo Alto Networks	Corporate stocks - common	11,794	30,642
TD Ameritrade - Patterson-UTI Energy Inc	Corporate stocks - common	19,951	20,737
TD Ameritrade - Pengrowth Energy Trust	Corporate stocks - common	23,644	4,043
TD Ameritrade - Penn West Energy Trust	Corporate stocks - common	24,876	1,664
TD Ameritrade - Pentair LTD	Corporate stocks - common	1,404	3,122
TD Ameritrade - Petroleo Brasileiro SA Petrobras	Corporate stocks - common	57,584	21,900

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TD Ameritrade - Pfizer Inc	Corporate stocks - common	$ 42,720	$ 49,622
TD Ameritrade - Pharmerica Corp	Corporate stocks - common	615	1,118
TD Ameritrade - Phillips 66	Corporate stocks - common	6,416	14,340
TD Ameritrade - Physicians Realty Trust	Corporate stocks - common	35,218	44,820
TD Ameritrade - Pimco Corporate Opportunity Fund	Corporate stocks - common	74,559	76,320
TD Ameritrade - Pimco Income Strategy Fund	Corporate stocks - common	49,226	54,050
TD Ameritrade - Potash Corp	Corporate stocks - common	41,674	49,448
TD Ameritrade - Qualcomm Inc	Corporate stocks - common	18,330	37,165
TD Ameritrade - Royal Dutch Petroleum Co	Corporate stocks - common	16,171	26,780
TD Ameritrade - San Juan Basin Royalty Trust	Corporate stocks - common	5,000	8,906
TD Ameritrade - Schlumberger LTD	Corporate stocks - common	14,700	64,057
TD Ameritrade - Senior Housing Property Trust	Corporate stocks - common	11,465	66,330
TD Ameritrade - Source Capital Inc	Corporate stocks - common	25,831	46,417
TD Ameritrade - Stryker Corp	Corporate stocks - common	26,596	56,598
TD Ameritrade - Student Trans Inc	Corporate stocks - common	13,299	12,460
TD Ameritrade - Symantec Corp	Corporate stocks - common	23,571	43,614
TD Ameritrade - TE Connectivity Ltd	Corporate stocks - common	31,203	50,600
TD Ameritrade - TEVA Pharmaceutical	Corporate stocks - common	28,933	57,510
TD Ameritrade - Texas Instruments Inc	Corporate stocks - common	30,132	53,465
TD Ameritrade - The ADT Corporation	Corporate stocks - common	2,615	3,623
TD Ameritrade - The Mosaic Co	Corporate stocks - common	41,960	45,650
TD Ameritrade - Tidewater Inc	Corporate stocks - common	19,365	21,067
TD Ameritrade - Total System Services Inc	Corporate stocks - common	30,660	33,960
TD Ameritrade - Transocean Inc	Corporate stocks - common	13,524	10,888

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TD Ameritrade - Tyco Intl LTD New	Corporate stocks - common	$ 4,008	$ 8,772
TD Ameritrade - United Natural Foods Inc	Corporate stocks - common	43,269	115,988
TD Ameritrade - Universal Health Realty Income Trust	Corporate stocks - common	34,377	38,496
TD Ameritrade - US Bancorp (Del)	Corporate stocks - common	13,709	44,950
TD Ameritrade - Varian Medical Systems Inc	Corporate stocks - common	25,313	41,092
TD Ameritrade - Ventas Inc	Corporate stocks - common	64,259	71,700
TD Ameritrade - Verizon Communications	Corporate stocks - common	24,547	30,407
TD Ameritrade - Wendy's Company	Corporate stocks - common	24,609	45,150
TD Ameritrade - Zimmer Holdings Inc	Corporate stocks - common	-	8,507
TD Ameritrade - Zoetis Inc	Corporate stocks - common	5,809	21,558
		3,584,385	6,175,000
Charles Schwab - Home Fed Corporation	Corporate stocks - common	-	1,810
		$ 3,584,385	$ 6,176,810
TD Ameritrade - AES Tr III 6.75% TR Pfd Conv Secs	Corporate stocks - preferred	$ 50,470	$ 50,890
TD Ameritrade - El Paso Energy Capital Trust	Corporate stocks - preferred	25,322	41,067
TD Ameritrade - Annaly Capital Management Inc Pfd	Corporate stocks - preferred	49,990	49,700
		$ 125,782	$ 141,657

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TD Ameritrade - GNMA Pass-Thru X, 7.00%, 2029	U.S. government securities	$ 533	$ 533
TD Ameritrade - US Treasury N/B, 2.25%, 2015	U.S. government securities	100,042	100,168
TD Ameritrade - US Treasury N/B, 2.625%, 2016	U.S. government securities	198,036	205,204
		$ 298,611	$ 305,905
TD Ameritrade - iShares Barclays 20+ Year	Exchange traded funds	$ 254,280	$ 302,208
TD Ameritrade - iShares COMEX Gold Trust	Exchange traded funds	247,588	388,960
TD Ameritrade - Market Vectors Agribusiness	Exchange traded funds	24,162	22,325
TD Ameritrade - Select Sector SPDR Trust Financial	Exchange traded funds	102,059	160,745
		$ 628,089	$ 874,238
TD Ameritrade - Forward FDS - Accessor Select Income	Mutual funds	$ 650,854	$ 751,319
TD Ameritrade - Highmark FDS Short Term Bond	Mutual funds	481,541	482,193
TD Ameritrade - JP Morgan FD SVCS SHT Dura	Mutual funds	519,887	519,675
TD Ameritrade - Marshall Funds Short Term Income	Mutual funds	533,533	538,841
TD Ameritrade - Riverpark Short Term Retail	Mutual funds	259,087	262,061
TD Ameritrade - PIMCO Low Duration II FD	Mutual funds	270,337	269,164
		$ 2,715,239	$ 2,823,253

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