Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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 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.	10/14/2016	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 Name ☐ Same as Plan Sponsor Address

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**	278
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	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**, **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**	296
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)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
GEMPERLE BROTHERS PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GEMPERLE BROTHERS	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 [X]	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 [X]	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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
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

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
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	37310	15193
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	710527	764466
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	29241	68384
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1314187	1800975
(2) U.S. Government securities	1c(2)	318773	312283
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	1410770	806832
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	86910	132068
(B) Common	1c(4)(B)	4435398	5297144
(5) Partnership/joint venture interests	1c(5)	318763	327982
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	2439009	3127968
(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)	2445384	2732226
(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	13546272	15385521
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	23532	16827
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	23532	16827
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	13522740	15368694

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)	764467	
(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)		764467
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	218783	
(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)	39487	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		258270
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	262279	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		262279
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	811649	
(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)		811649
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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		2096665
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	183771	
(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)		183771
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	65898	
(4) Other	2i(4)	1042	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		66940
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		250711
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1845954
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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
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: 00% 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, 2013



ATHERTON
& ASSOCIATES, LLP

certified public accountants

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ATHERTON
& ASSOCIATES, LLP
certified public accountants

INDEPENDENT AUDITOR'S REPORT

August 27, 2014

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, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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.

McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. McGladrey Alliance member firms maintain their respective names, autonomy and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relationships.

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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, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, 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, Schedule H, Line 4i – Schedule of Assets Acquired and Disposed of Within Year, and Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2013 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, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value		
Money market funds	$ 1,800,975	$ 1,314,187
Corporate stocks, common	5,297,144	4,435,398
Corporate stocks, preferred	132,068	86,910
U.S. Government securities	312,283	318,773
Mutual funds	2,732,226	2,445,384
Exchange traded funds	806,832	1,410,770
Partnership interests	327,982	318,763
Notes receivable	3,127,968	2,439,009
Total investments	14,537,478	12,769,194
Receivables		
Employers' contributions	764,466	710,527
Interest receivable	68,384	29,241
Total receivables	832,850	739,768
Cash	15,193	37,310
Total assets	15,385,521	13,546,272
LIABILITIES, accrued expenses	16,827	23,532
NET ASSETS AVAILABLE FOR BENEFITS	$ 15,368,694	$ 13,522,740

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	$ 811,649
Interest	218,783
Dividends	262,279
Other investment income	39,487
Total investment income	1,332,198
Employers' contributions	764,466
Total additions	2,096,664
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	183,771
Administrative expenses	66,939
Total deductions	250,710
Net increase in net assets	1,845,954
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	13,522,740
End of year	$ 15,368,694

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. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed.

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.

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

Administrative Expenses Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. While the Company does pay some administrative expenses of the Plan directly, the majority of the administrative expenses are paid by the Plan.

Note 2 Summary of Accounting Policies

Basis of Accounting The Plan maintains its financial statements and accounting records 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 $2,186,110 as of December 31, 2013.

Recent Accounting Pronouncements On July 8, 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-09, Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04, which was effective upon issuance. The amendments in this Update defer indefinitely the effective date of certain required disclosures in Update No. 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in the plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this Update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. This Update No. 2013-09 has been adopted and reflected in Note 9.

In October, 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this Update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this Update where there was no transition guidance which were immediately effective upon issuance. The adoption of this Update was not significant to these financial statements.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the appropriate taxing jurisdictions. 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 years before 2010.

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 August 27, 2014, the date the financial statements were available to be issued.

Note 3 Concentration of Credit Risk

The Plan maintains its cash and money market funds balances at various institutions, which at times may exceed federally insured limits. The uninsured cash and money market funds amounted to $1,300,975 at December 31, 2013.

Note 3 Concentration of Credit Risk (Continued)

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. In addition, TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only.

Note 4 Investments

Investments that represent 5% or more of the Plan's net assets at December 31 are identified separately as follows:

	2013	2012
Money Market – Bank of America	$ 815,000	$1,195,000
Money Market – TD Ameritrade	985,975	-
Note Receivable – Sargon Yanan	1,125,000	-

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Corporate stocks, common	$ 891,571
Corporate stocks, preferred	(4,832)
U.S. government securities	(7,518)
Mutual funds	86,379
Exchange traded funds	(151,438)
Partnership interests	(2,513)
Net appreciation in fair value of investments	$ 811,649

Note 5 Transactions with Party-In-Interest

Gemperle Brothers and Gemperle Egg Packing Inc., the Plan's trustees, 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, 2013 and 2012. The following is a description of the valuation methodologies used for assets measured at fair value.

Note 9 Fair Value Measurements (Continued)

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

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

Partnership interests: Valued by comparing the discounted fair market value of the property to the book value of the underlying 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, 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

Note 9 Fair Value Measurements (Continued)

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market funds*	$ 1,314,187	$ -	$ -	$ 1,314,187
Corporate stocks, common				
Large core*	1,095,519	-	-	1,095,519
Large value*	1,197,830	-	-	1,197,830
Large growth*	718,303	-	-	718,303
Mid core	537,182	-	-	537,182
Mid value	229,475	-	-	229,475
Mid growth	172,519	-	-	172,519
Small core	30,160	-	-	30,160
Small value	243,467	-	-	243,467
Small growth	1,060	-	-	1,060
Long term bond	112,608	-	-	112,608
Multi sector bond	58,604	-	-	58,604
Utilities	22,031	-	-	22,031
Natural resources	16,640	-	-	16,640
Corporate stock, preferred				
Mid value	49,650	-	-	49,650
Small value	37,260	-	-	37,260
U.S. government securities	318,773	-	-	318,773
Mutual funds				
Emerging markets bond	44,171	-	-	44,171
Small value	612,429	-	-	612,429
Short term bond*	1,788,784	-	-	1,788,784
Exchange traded funds				
Large blend	264,520	-	-	264,520
Large growth	195,390	-	-	195,390
Financial	106,535	-	-	106,535
Government bonds	290,832	-	-	290,832
Precious metals	553,493	-	-	553,493
Partnership interests	-	-	318,763	318,763
Notes receivable	-	-	2,439,009	2,439,009
Total assets at fair value	$10,011,422	$ -	$2,757,772	$12,769,194

*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, 2013.

	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 318,763	$ 2,439,009
Total gains/losses for the period (realized and unrealized) that are included in earnings	36,505	-
Loans receivable	-	1,625,000
Distributions/payments	(27,286)	(936,041)
Balance, end of year	$ 327,982	$ 3,127,968

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
Money Market Funds			
TD Ameritrade	Money market	$ 985,975	$ 985,975
Bank of America	Money market	815,000	815,000
		$ 1,800,975	$ 1,800,975
TD Ameritrade - Corporate Stocks - Common			
TD Ameritrade	Abbott Laboratories	$ 21,227	$ 53,662
TD Ameritrade	Abbvie Inc	22,950	73,934
TD Ameritrade	Accenture LTD	23,785	32,888
TD Ameritrade	Alliance Resource Partners LP	27,480	77,000
TD Ameritrade	Alliancebernstein Income Fund Common	19,978	17,112
TD Ameritrade	American Capital Agency Corp	19,827	11,574
TD Ameritrade	American Capital Mortgage Investment	19,856	13,968
TD Ameritrade	American Water Works Co Inc	24,947	46,486
TD Ameritrade	Amerigas Partners-LP	12,661	13,371
TD Ameritrade	AmerisourceBergen Corp	11,094	49,217
TD Ameritrade	Annaly Capital Management Inc	48,384	29,910
TD Ameritrade	Apollo Residential Mortgage Company	19,790	13,302
TD Ameritrade	Aqua America Inc	25,080	42,745
TD Ameritrade	Armour Residential Reit Inc	19,777	11,228
TD Ameritrade	AT&T Inc	25,416	29,886
TD Ameritrade	AVIV Reit Inc MD	29,001	28,440
TD Ameritrade	Bank America Corp	50,114	85,635
TD Ameritrade	Baxter International Inc	19,717	45,208
TD Ameritrade	Baytex Energy Trust	24,785	48,950
TD Ameritrade	Berkshire Hathaway Inc	58,070	118,560
TD Ameritrade	Boeing Company	10,014	40,947
TD Ameritrade	BP P L C Sponsored ADR	47,154	50,554
TD Ameritrade	Bristol Myers Squibb Co.	56,599	79,725
TD Ameritrade	Cameron International	19,590	103,582
TD Ameritrade	Cardinal Health	13,919	20,043
TD Ameritrade	CareFusion Corporation	5,515	5,973
TD Ameritrade	Caterpillar Inc	23,432	118,053
TD Ameritrade	Centurylink Inc	28,901	26,276
TD Ameritrade	ChevronTexaco Corp	32,257	124,910

(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 - Corporate Stocks - Common (Continued)			
TD Ameritrade	Cimarex Energy	$ 20,415	$ 78,682
TD Ameritrade	Cisco Systems	45,910	56,075
TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	24,205
TD Ameritrade	Colgate-Palmolive Company	23,047	52,168
TD Ameritrade	Comcast Corp	33,810	72,751
TD Ameritrade	Conocophillips Corp	21,594	28,260
TD Ameritrade	Consolidated Water Co Ltd	24,866	27,495
TD Ameritrade	Covidien Ltd	28,122	47,670
TD Ameritrade	Cummins Inc	25,903	42,291
TD Ameritrade	Devon Energy Corp	19,765	45,165
TD Ameritrade	Diamond Offshore Drilling Inc	25,705	71,150
TD Ameritrade	Dominion Resources Inc	14,335	32,345
TD Ameritrade	E M C Corp Mass	25,448	25,150
TD Ameritrade	Edison International	15,987	27,780
TD Ameritrade	Energy Transfer Partners LP	41,477	37,670
TD Ameritrade	Ensco International Inc	19,895	41,455
TD Ameritrade	Enterprise Products Partners LP	40,099	71,272
TD Ameritrade	Exelon Corp	16,406	10,956
TD Ameritrade	Express Scripts Holding	10,016	56,894
TD Ameritrade	Exxon Mobil	58,615	149,776
TD Ameritrade	Fortinet Inc	21,307	19,130
TD Ameritrade	General Electric Co	127,380	118,287
TD Ameritrade	Halliburton Co	6,930	50,750
TD Ameritrade	Health Care REIT	11,654	10,714
TD Ameritrade	Healthcare Trust of America	36,109	29,520
TD Ameritrade	Hess Corporation	9,732	43,575
TD Ameritrade	Hewlett-Packard Co	258,792	167,880
TD Ameritrade	Hospira Inc.	2,749	5,779
TD Ameritrade	Intel Corp	27,550	46,719
TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	13,946
TD Ameritrade	Johnson & Johnson	59,943	139,217
TD Ameritrade	Joy Global Inc	24,414	29,245
TD Ameritrade	JP Morgan Chase & Co	104,800	175,440
TD Ameritrade	Kinder Morgan Energy Partners LP	45,179	80,660

(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
Corporate Stocks - Common (Continued)			
TD Ameritrade	Laboratory Corp of America	$ 24,439	$ 54,822
TD Ameritrade	Magellan Midstream Partners LP	22,729	120,213
TD Ameritrade	Mallinckrodt	2,586	4,547
TD Ameritrade	Markwest Energy Partners, LP	23,278	26,452
TD Ameritrade	Medical Properties Trust	13,020	12,220
TD Ameritrade	Medtronic Inc	19,275	22,956
TD Ameritrade	Merck & Co Inc	30,117	60,611
TD Ameritrade	Nestle S A	19,890	55,193
TD Ameritrade	Northeast Bancorp	18,868	19,160
TD Ameritrade	Novartis A G Spon ADR	41,106	80,380
TD Ameritrade	Occidental Petroleum Corp	9,874	85,590
TD Ameritrade	Oceaneering International Inc	27,370	63,104
TD Ameritrade	OGE Energy Corp	32,955	101,700
TD Ameritrade	Oracle Corp	15,580	38,260
TD Ameritrade	Palo Alto Networks	23,589	28,735
TD Ameritrade	Patterson-UTI Energy Inc	19,951	31,650
TD Ameritrade	Pengrowth Energy Trust	23,644	8,060
TD Ameritrade	Penn West Energy Trust	24,876	6,688
TD Ameritrade	Pentair LTD	1,404	3,650
TD Ameritrade	Petroleo Brasileiro SA Petrobras	57,585	41,340
TD Ameritrade	Pfizer Inc	42,720	48,794
TD Ameritrade	Pharmerica Corp	615	1,161
TD Ameritrade	Phillips 66	6,416	15,426
TD Ameritrade	Pimco Corporate Opportunity Fund	74,559	82,848
TD Ameritrade	Pimco Income Strategy Fund	49,226	52,026
TD Ameritrade	Potash Corp	41,674	46,144
TD Ameritrade	Qualcomm Inc	18,330	37,125
TD Ameritrade	Royal Dutch Petroleum Co	16,171	28,508
TD Ameritrade	San Juan Basin Royalty Trust	5,000	10,463
TD Ameritrade	Schlumberger LTD	14,700	67,583
TD Ameritrade	Senior Housing Property Trust	11,465	11,115
TD Ameritrade	Source Capital Inc	25,831	43,615
TD Ameritrade	Stryker Corp	26,596	45,084
TD Ameritrade	Student Trans Inc	13,299	12,380
TD Ameritrade	Symantec Corp	23,571	40,086

(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
Corporate Stocks - Common (Continued)			
TD Ameritrade	TE Connectivity Ltd	$ 31,203	$ 44,088
TD Ameritrade	TEVA Pharmaceutical	28,934	40,080
TD Ameritrade	Texas Instruments Inc	30,132	43,910
TD Ameritrade	The ADT Corporation	2,615	4,047
TD Ameritrade	The Mosaic Co	41,960	47,270
TD Ameritrade	Tidewater Inc	19,366	38,526
TD Ameritrade	Transocean Inc	13,524	29,355
TD Ameritrade	Tyco Intl LTD New	4,008	8,208
TD Ameritrade	United Natural Foods Inc	43,269	113,085
TD Ameritrade	US Bancorp (Del)	13,709	40,400
TD Ameritrade	Varian Medical Systems Inc	25,313	36,903
TD Ameritrade	Verizon Communications	24,547	31,941
TD Ameritrade	Wendy's Company	24,609	43,600
TD Ameritrade	Zimmer Holdings Inc	-	6,989
TD Ameritrade	Zoetis Inc	5,809	16,378
		$ 3,180,709	$ 5,295,680
Charles Schwab - Corporate Stocks - Common			
Charles Schwab	Home Fed Corporation	-	1,464
		$ 3,180,709	$ 5,297,144
TD Ameritrade - Corporate Stocks - Preferred			
TD Ameritrade	AES Tr III 6.75% TR Pfd Conv Secs	$ 50,470	$ 50,180
TD Ameritrade	El Paso Energy Capital Trust	25,322	37,888
TD Ameritrade	Annaly Capital Management Inc Pfd	49,990	44,000
		$ 125,782	$ 132,068

(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 - U.S. Government Securities			
TD Ameritrade	GNMA Pass-Thru X, 7.00%, 2029	$ 556	$ 556
TD Ameritrade	US Treasury N/B, 2.25%, 2015	100,042	102,227
TD Ameritrade	US Treasury N/B, 2.625%, 2016	198,036	209,500
		$ 298,634	$ 312,283
TD Ameritrade - Exchange Traded Funds			
TD Ameritrade	iShares Barclays 20+ Year	$ 254,280	$ 244,464
TD Ameritrade	iShares COMEX Gold Trust	247,588	397,120
TD Ameritrade	Market Vectors Agribusiness	24,162	23,158
TD Ameritrade	Select Sector SPDR Trust Financial	102,059	142,090
		$ 628,089	$ 806,832
TD Ameritrade - Mutual Funds			
TD Ameritrade	Forward FDS - Accessor Select Income	$ 650,854	$ 641,297
TD Ameritrade	Highmark FDS Short Term Bond	481,541	478,502
TD Ameritrade	JP Morgan FD SVCS SHT Dura	519,887	515,811
TD Ameritrade	Marshall Funds Short Term Income	533,533	533,431
TD Ameritrade	PIMCO FDS Emerging Local Bond	22,006	18,929
TD Ameritrade	T Rowe Price Emerging Markets	23,010	21,253
TD Ameritrade	Riverpark Short Term Retail	259,086	255,292
TD Ameritrade	PIMCO Low Duration II FD	270,337	267,711
		$ 2,760,254	$ 2,732,226
Partnership Interests			
Golden State Properties		$ 53,625	$ 200,117
Peabody Self Storage		99,249	127,865
		$ 152,874	$ 327,982

(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
Notes Receivable			
John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
Golden State Properties	6/05/18; 6.50%; secured by deed of trust	76,558	76,558
Sargon Yonan	2/06/14; 12.00%; secured by deed of trust	1,125,000	1,125,000
Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	12,330	12,330
352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	232,173	232,173
John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
Allan Vallerine DDS, Inc.	2/29/23; 10.00%; secured by deed of trust	474,655	474,655
3 To 1 Invesment Group	8/1/12; 7.00%; secured by deed of trust	11,650	11,650
Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	9,135	9,135
Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	152,581	152,581
Skeels Farms	Past due; 7.00%; secured by deed of trust	250,967	250,967
Palm Street Partnership	8/01/16; 5.00%; secured by deed of trust	53,002	53,002
		$ 3,127,968	$ 3,127,968
Cash			
Bank of America	General Checking	$ 15,193	$ 15,193

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(ACQUIRED AND DISPOSED OF WITHIN YEAR)
YEAR ENDED DECEMBER 31, 2013

(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 of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Common			
TD Ameritrade	Alcoa Inc	$ -	$ 8,131
TD Ameritrade	Amerigas Partners-LP	12,661	-
TD Ameritrade	AmerisourceBergen Corp	-	34,220
TD Ameritrade	Aviv Reit Inc MD	29,001	-
TD Ameritrade	Centurylink Inc	9,550	-
TD Ameritrade	Fortinet Inc	9,903	-
TD Ameritrade	Frontier Communications Corp	-	13,962
TD Ameritrade	Gamco Global Gold Natural Resources Inc	-	15,616
TD Ameritrade	Gilead Sciences Inc	-	167,810
TD Ameritrade	Great Plains Energy Inc.	-	1,927
TD Ameritrade	Halliburton Co	-	39,102
TD Ameritrade	Health Care Reis Inc	11,654	-
TD Ameritrade	Healthcare Trust of America Class A	36,109	-
TD Ameritrade	Medical Properties Trust Inc	13,020	-
TD Ameritrade	Microsoft Corporation	-	33,050
TD Ameritrade	Molycorp Inc	-	2,094
TD Ameritrade	Palo Alto Networks Com	23,589	-
TD Ameritrade	Petroleo Brasileiro SA ADR	27,849	-
TD Ameritrade	Potash Corp Sask Inc Com	41,674	-
TD Ameritrade	Senior Housing Prop Trust Reits	11,465	-
TD Ameritrade	Student Transn Inc Com	13,299	-
TD Ameritrade	Suncoke Energy Inc	-	2,860
TD Ameritrade	The Mosaic Co Com	41,960	-
TD Ameritrade	Wal Mart Stores Inc	-	81,324
TD Ameritrade	Windstream Corp	-	27,248
Corporate Stocks - Preferred			
TD Ameritrade	Annaly Capital Management Inc Preferred D	$ 49,990	$ -
U.S. Government Securities			
TD Ameritrade	NCMA Pass-Thur X, 7.00%, 2029	$ -	$ 19

(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 of acquisitions	(d) Proceeds of dispositions
Exchange Traded Funds			
TD Ameritrade	Highmark Short Term Bond Fund	$ 1,088	$ -
TD Ameritrade	JP Morgan Sht Dura BD FD Select	2,623	-
TD Ameritrade	Nationwide Highmark Short Term Bond	1,575	-
TD Ameritrade	PIMCO FDS Emerging Local Bond	456	-
TD Ameritrade	PIMCO Low Duration II FD	1,838	-
TD Ameritrade	Powershares	-	205,246
TD Ameritrade	Standard & Poors Despositary Receipts	-	264,235
TD Ameritrade	T Rowe price Emerging Markets	626	-
Mutual Funds			
TD Ameritrade	BMO Short Term Income I	$ 4,596	$ -
TD Ameritrade	Riverpark Short Term High YD Retail	254,470	-
TD Ameritrade	Forward FDS - Accessor Select Income	32,946	-

(a) Identity of Party Involved	(b) Description of Asset (Include in Interest Rate and Maturity in Case of Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
TD Ameritrade	Money market	$ 608,341	$ -	$ -	$ -	$ 608,341	$ 608,341	$ -

* Designates party-in-interest

(a) Identity of Party Involved	(b) Description of Asset (Include in Interest Rate and Maturity in Case of Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
TD Ameritrade	Money market	$ 608,341	$ -	$ -	$ -	$ 608,341	$ 608,341	$ -

* Designates party-in-interest

(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
Money Market Funds			
TD Ameritrade	Money market	$ 985,975	$ 985,975
Bank of America	Money market	815,000	815,000
		$ 1,800,975	$ 1,800,975
TD Ameritrade - Corporate Stocks - Common			
TD Ameritrade	Abbott Laboratories	$ 21,227	$ 53,662
TD Ameritrade	Abbvie Inc	22,950	73,934
TD Ameritrade	Accenture LTD	23,785	32,888
TD Ameritrade	Alliance Resource Partners LP	27,480	77,000
TD Ameritrade	Alliancebernstein Income Fund Common	19,978	17,112
TD Ameritrade	American Capital Agency Corp	19,827	11,574
TD Ameritrade	American Capital Mortgage Investment	19,856	13,968
TD Ameritrade	American Water Works Co Inc	24,947	46,486
TD Ameritrade	Amerigas Partners-LP	12,661	13,371
TD Ameritrade	AmerisourceBergen Corp	11,094	49,217
TD Ameritrade	Annaly Capital Management Inc	48,384	29,910
TD Ameritrade	Apollo Residential Mortgage Company	19,790	13,302
TD Ameritrade	Aqua America Inc	25,080	42,745
TD Ameritrade	Armour Residential Reit Inc	19,777	11,228
TD Ameritrade	AT&T Inc	25,416	29,886
TD Ameritrade	AVIV Reit Inc MD	29,001	28,440
TD Ameritrade	Bank America Corp	50,114	85,635
TD Ameritrade	Baxter International Inc	19,717	45,208
TD Ameritrade	Baytex Energy Trust	24,785	48,950
TD Ameritrade	Berkshire Hathaway Inc	58,070	118,560
TD Ameritrade	Boeing Company	10,014	40,947
TD Ameritrade	BP P L C Sponsored ADR	47,154	50,554
TD Ameritrade	Bristol Myers Squibb Co.	56,599	79,725
TD Ameritrade	Cameron International	19,590	103,582
TD Ameritrade	Cardinal Health	13,919	20,043
TD Ameritrade	CareFusion Corporation	5,515	5,973
TD Ameritrade	Caterpillar Inc	23,432	118,053
TD Ameritrade	Centurylink Inc	28,901	26,276
TD Ameritrade	ChevronTexaco Corp	32,257	124,910

(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 - Corporate Stocks - Common (Continued)			
TD Ameritrade	Cimarex Energy	$ 20,415	$ 78,682
TD Ameritrade	Cisco Systems	45,910	56,075
TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	24,205
TD Ameritrade	Colgate-Palmolive Company	23,047	52,168
TD Ameritrade	Comcast Corp	33,810	72,751
TD Ameritrade	Conocophillips Corp	21,594	28,260
TD Ameritrade	Consolidated Water Co Ltd	24,866	27,495
TD Ameritrade	Covidien Ltd	28,122	47,670
TD Ameritrade	Cummins Inc	25,903	42,291
TD Ameritrade	Devon Energy Corp	19,765	45,165
TD Ameritrade	Diamond Offshore Drilling Inc	25,705	71,150
TD Ameritrade	Dominion Resources Inc	14,335	32,345
TD Ameritrade	E M C Corp Mass	25,448	25,150
TD Ameritrade	Edison International	15,987	27,780
TD Ameritrade	Energy Transfer Partners LP	41,477	37,670
TD Ameritrade	Ensco International Inc	19,895	41,455
TD Ameritrade	Enterprise Products Partners LP	40,099	71,272
TD Ameritrade	Exelon Corp	16,406	10,956
TD Ameritrade	Express Scripts Holding	10,016	56,894
TD Ameritrade	Exxon Mobil	58,615	149,776
TD Ameritrade	Fortinet Inc	21,307	19,130
TD Ameritrade	General Electric Co	127,380	118,287
TD Ameritrade	Halliburton Co	6,930	50,750
TD Ameritrade	Health Care REIT	11,654	10,714
TD Ameritrade	Healthcare Trust of America	36,109	29,520
TD Ameritrade	Hess Corporation	9,732	43,575
TD Ameritrade	Hewlett-Packard Co	258,792	167,880
TD Ameritrade	Hospira Inc.	2,749	5,779
TD Ameritrade	Intel Corp	27,550	46,719
TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	13,946
TD Ameritrade	Johnson & Johnson	59,943	139,217
TD Ameritrade	Joy Global Inc	24,414	29,245
TD Ameritrade	JP Morgan Chase & Co	104,800	175,440
TD Ameritrade	Kinder Morgan Energy Partners LP	45,179	80,660

(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
Corporate Stocks - Common (Continued)			
TD Ameritrade	Laboratory Corp of America	$ 24,439	$ 54,822
TD Ameritrade	Magellan Midstream Partners LP	22,729	120,213
TD Ameritrade	Mallinckrodt	2,586	4,547
TD Ameritrade	Markwest Energy Partners, LP	23,278	26,452
TD Ameritrade	Medical Properties Trust	13,020	12,220
TD Ameritrade	Medtronic Inc	19,275	22,956
TD Ameritrade	Merck & Co Inc	30,117	60,611
TD Ameritrade	Nestle S A	19,890	55,193
TD Ameritrade	Northeast Bancorp	18,868	19,160
TD Ameritrade	Novartis A G Spon ADR	41,106	80,380
TD Ameritrade	Occidental Petroleum Corp	9,874	85,590
TD Ameritrade	Oceaneering International Inc	27,370	63,104
TD Ameritrade	OGE Energy Corp	32,955	101,700
TD Ameritrade	Oracle Corp	15,580	38,260
TD Ameritrade	Palo Alto Networks	23,589	28,735
TD Ameritrade	Patterson-UTI Energy Inc	19,951	31,650
TD Ameritrade	Pengrowth Energy Trust	23,644	8,060
TD Ameritrade	Penn West Energy Trust	24,876	6,688
TD Ameritrade	Pentair LTD	1,404	3,650
TD Ameritrade	Petroleo Brasileiro SA Petrobras	57,585	41,340
TD Ameritrade	Pfizer Inc	42,720	48,794
TD Ameritrade	Pharmerica Corp	615	1,161
TD Ameritrade	Phillips 66	6,416	15,426
TD Ameritrade	Pimco Corporate Opportunity Fund	74,559	82,848
TD Ameritrade	Pimco Income Strategy Fund	49,226	52,026
TD Ameritrade	Potash Corp	41,674	46,144
TD Ameritrade	Qualcomm Inc	18,330	37,125
TD Ameritrade	Royal Dutch Petroleum Co	16,171	28,508
TD Ameritrade	San Juan Basin Royalty Trust	5,000	10,463
TD Ameritrade	Schlumberger LTD	14,700	67,583
TD Ameritrade	Senior Housing Property Trust	11,465	11,115
TD Ameritrade	Source Capital Inc	25,831	43,615
TD Ameritrade	Stryker Corp	26,596	45,084
TD Ameritrade	Student Trans Inc	13,299	12,380
TD Ameritrade	Symantec Corp	23,571	40,086

(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
Corporate Stocks - Common (Continued)			
TD Ameritrade	TE Connectivity Ltd	$ 31,203	$ 44,088
TD Ameritrade	TEVA Pharmaceutical	28,934	40,080
TD Ameritrade	Texas Instruments Inc	30,132	43,910
TD Ameritrade	The ADT Corporation	2,615	4,047
TD Ameritrade	The Mosaic Co	41,960	47,270
TD Ameritrade	Tidewater Inc	19,366	38,526
TD Ameritrade	Transocean Inc	13,524	29,355
TD Ameritrade	Tyco Intl LTD New	4,008	8,208
TD Ameritrade	United Natural Foods Inc	43,269	113,085
TD Ameritrade	US Bancorp (Del)	13,709	40,400
TD Ameritrade	Varian Medical Systems Inc	25,313	36,903
TD Ameritrade	Verizon Communications	24,547	31,941
TD Ameritrade	Wendy's Company	24,609	43,600
TD Ameritrade	Zimmer Holdings Inc	-	6,989
TD Ameritrade	Zoetis Inc	5,809	16,378
		$ 3,180,709	$ 5,295,680
Charles Schwab - Corporate Stocks - Common			
Charles Schwab	Home Fed Corporation	-	1,464
		$ 3,180,709	$ 5,297,144
TD Ameritrade - Corporate Stocks - Preferred			
TD Ameritrade	AES Tr III 6.75% TR Pfd Conv Secs	$ 50,470	$ 50,180
TD Ameritrade	El Paso Energy Capital Trust	25,322	37,888
TD Ameritrade	Annaly Capital Management Inc Pfd	49,990	44,000
		$ 125,782	$ 132,068

(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 - U.S. Government Securities			
TD Ameritrade	GNMA Pass-Thru X, 7.00%, 2029	$ 556	$ 556
TD Ameritrade	US Treasury N/B, 2.25%, 2015	100,042	102,227
TD Ameritrade	US Treasury N/B, 2.625%, 2016	198,036	209,500
		$ 298,634	$ 312,283
TD Ameritrade - Exchange Traded Funds			
TD Ameritrade	iShares Barclays 20+ Year	$ 254,280	$ 244,464
TD Ameritrade	iShares COMEX Gold Trust	247,588	397,120
TD Ameritrade	Market Vectors Agribusiness	24,162	23,158
TD Ameritrade	Select Sector SPDR Trust Financial	102,059	142,090
		$ 628,089	$ 806,832
TD Ameritrade - Mutual Funds			
TD Ameritrade	Forward FDS - Accessor Select Income	$ 650,854	$ 641,297
TD Ameritrade	Highmark FDS Short Term Bond	481,541	478,502
TD Ameritrade	JP Morgan FD SVCS SHT Dura	519,887	515,811
TD Ameritrade	Marshall Funds Short Term Income	533,533	533,431
TD Ameritrade	PIMCO FDS Emerging Local Bond	22,006	18,929
TD Ameritrade	T Rowe Price Emerging Markets	23,010	21,253
TD Ameritrade	Riverpark Short Term Retail	259,086	255,292
TD Ameritrade	PIMCO Low Duration II FD	270,337	267,711
		$ 2,760,254	$ 2,732,226
Partnership Interests			
Golden State Properties		$ 53,625	$ 200,117
Peabody Self Storage		99,249	127,865
		$ 152,874	$ 327,982

(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
Notes Receivable			
John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
Golden State Properties	6/05/18; 6.50%; secured by deed of trust	76,558	76,558
Sargon Yonan	2/06/14; 12.00%; secured by deed of trust	1,125,000	1,125,000
Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	12,330	12,330
352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	232,173	232,173
John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
Allan Vallerine DDS, Inc.	2/29/23; 10.00%; secured by deed of trust	474,655	474,655
3 To 1 Invesment Group	8/1/12; 7.00%; secured by deed of trust	11,650	11,650
Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	9,135	9,135
Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	152,581	152,581
Skeels Farms	Past due; 7.00%; secured by deed of trust	250,967	250,967
Palm Street Partnership	8/01/16; 5.00%; secured by deed of trust	53,002	53,002
		$ 3,127,968	$ 3,127,968
Cash			
Bank of America	General Checking	$ 15,193	$ 15,193

(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 of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Common			
TD Ameritrade	Alcoa Inc	$ -	$ 8,131
TD Ameritrade	Amerigas Partners-LP	12,661	-
TD Ameritrade	AmerisourceBergen Corp	-	34,220
TD Ameritrade	Aviv Reit Inc MD	29,001	-
TD Ameritrade	Centurylink Inc	9,550	-
TD Ameritrade	Fortinet Inc	9,903	-
TD Ameritrade	Frontier Communications Corp	-	13,962
TD Ameritrade	Gamco Global Gold Natural Resources Inc	-	15,616
TD Ameritrade	Gilead Sciences Inc	-	167,810
TD Ameritrade	Great Plains Energy Inc.	-	1,927
TD Ameritrade	Halliburton Co	-	39,102
TD Ameritrade	Health Care Reis Inc	11,654	-
TD Ameritrade	Healthcare Trust of America Class A	36,109	-
TD Ameritrade	Medical Properties Trust Inc	13,020	-
TD Ameritrade	Microsoft Corporation	-	33,050
TD Ameritrade	Molycorp Inc	-	2,094
TD Ameritrade	Palo Alto Networks Com	23,589	-
TD Ameritrade	Petroleo Brasileiro SA ADR	27,849	-
TD Ameritrade	Potash Corp Sask Inc Com	41,674	-
TD Ameritrade	Senior Housing Prop Trust Reits	11,465	-
TD Ameritrade	Student Transn Inc Com	13,299	-
TD Ameritrade	Suncoke Energy Inc	-	2,860
TD Ameritrade	The Mosaic Co Com	41,960	-
TD Ameritrade	Wal Mart Stores Inc	-	81,324
TD Ameritrade	Windstream Corp	-	27,248
Corporate Stocks - Preferred			
TD Ameritrade	Annaly Capital Management Inc Preferred D	$ 49,990	$ -
U.S. Government Securities			
TD Ameritrade	NCMA Pass-Thur X, 7.00%, 2029	$ -	$ 19

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(ACQUIRED AND DISPOSED OF WITHIN YEAR)
YEAR ENDED DECEMBER 31, 2013

(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 of acquisitions	(d) Proceeds of dispositions
Exchange Traded Funds			
TD Ameritrade	Highmark Short Term Bond Fund	$ 1,088	$ -
TD Ameritrade	JP Morgan Sht Dura BD FD Select	2,623	-
TD Ameritrade	Nationwide Highmark Short Term Bond	1,575	-
TD Ameritrade	PIMCO FDS Emerging Local Bond	456	-
TD Ameritrade	PIMCO Low Duration II FD	1,838	-
TD Ameritrade	Powershares	-	205,246
TD Ameritrade	Standard & Poors Despositary Receipts	-	264,235
TD Ameritrade	T Rowe price Emerging Markets	626	-
Mutual Funds			
TD Ameritrade	BMO Short Term Income I	$ 4,596	$ -
TD Ameritrade	Riverpark Short Term High YD Retail	254,470	-
TD Ameritrade	Forward FDS - Accessor Select Income	32,946	-