

U.S. Department of Labor

Employee Benefits Security Administration
San Francisco Regional Office
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San Francisco, CA 94103



Reply to the Attention of: ~~REDACTED~~
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I write on behalf of the United States Department of Labor (Department), Employee Benefits Security Administration, with respect to the above-mentioned retirement plan ("Plan"). The Department has responsibility for the administration and enforcement of Title I of the Employee Retirement Income Security Act of 1974 (ERISA). Title I establishes standards governing the operation of employee benefits plans such as the above referenced Plan.

Our investigative authority is vested in the Secretary of Labor by Section 504 of ERISA, 29 U.S.C. § 1134, which states in part: "The Secretary shall have the power, in order to determine whether any person has violated or is about to violate any provision of this title or any regulation or order thereunder ... to make an investigation, and in connection therewith to require the submission of reports, books, and records, and the filing of data in support of any information required to be filed with the Secretary under the title" I am currently assigned to review the Plan.

The review will consist primarily of on-site interviews of plan officials, and a review of Plan records. In order to facilitate this process, it would be appreciated if the documents on the attached list are submitted to the Department at the address in the header above by **Friday, October 24, 2014**. The documents on the attached list refer to the period January 1, 2010 to the present, unless otherwise specified. Also, I will initiate a teleconference with you on **Tuesday, October 7, 2014 at 10:30 am PST** to discuss and answer any questions you may have about the requested documents. I will call to initiate the teleconference. If you would like to propose a different time/date or phone number, please select a time/date during the week of October 6, 2014. If you wish to have somebody else join us on the teleconference, I have no objections. Please notify me if I should call you at a different phone number.

Your voluntary cooperation is very much appreciated. Should you have any questions, feel free to call me.

Sincerely,


Julianne Anderson
Senior Investigator

Enclosures: Attachment A - List of Requested Documents
Attachment B - Parties in Interest

ATTACHMENT A
LIST OF DOCUMENTS TO BE REVIEWED

The documents described below refer to the period **January 1, 2011**, to the present (as well as any documents created prior to 2011 if needed to explain the documents created after 2011, unless otherwise specified).

1. Plan documents:
 - a. Plan documents.
 - b. Adoption agreement.
 - c. Amendment (or Amendments).
 - d. IRS determination letters.
 - e. Trust agreement (or Trust Agreements), with any amendments.
2. Most recent Summary Plan Description (SPD).
3. Summary Annual Reports (SARs).
4. Summaries of Material Modifications (SMMs), if applicable.
5. Form 5500s (signed copies), together with all attachments, including accountant's opinion, financial statements, and notes to the financial statement.
6. Most current ERISA Bond. NOTE: Please send the entire current policy. Do not send just the declaration page. NOTE: I do not need any of the old bonds; please provide the most current bond.
7. Fiduciary Liability Insurance policy, if any. - NOTE: Send the entire policy; do not send just the declaration page. Only the most current policy should be sent.
8. Year end Trust statements. (NOTE: See #14 below as the information requested at #14 may be included in the reports requested here at #8).
9. Minutes of any meetings related to the Plan, including meetings by the Board of Trustees, Board of Directors, Administrative Committee, Investment Committee, or other Plan sponsor, subsidiary or affiliated companies, and Plan committees. Include any attachments to the minutes.
10. Documents describing any blackout periods, if applicable.
11. One sample quarterly individual benefit statement provided to Plan participants from the most recent quarter during 2014.
12. Service provider agreements with all service providers and independent fiduciaries, including all fee schedules and description of services.

- a. Also, describe any companies that provide services to the Plan where the Plan/Company does not have a written agreement.

13. All summary pages of payroll registers showing the total amount of employee contributions and loan repayments withheld for each pay date, if applicable.

NOTE: This is typically the last page of the Company's outside payroll vendor's report for each payroll period or special payroll periods (i.e. bonuses, terminated employees, layoffs, etc.).

NOTE: If there were special payrolls (i.e. payroll adjustments, bonus, etc.) where employee contributions were deducted for forwarding to the Plan, please also send those summary pages.

14. Contribution history report for the Plan, including the date and amount of each deposit to the Plan; and the date and amount of deposit by **each payroll period**, by employee ~~contributions, employer contributions and loan repayments.~~

NOTE: This information may exist in the Plan's year end trust statement (*see #8 above*) if the statement includes a detailed transaction list showing the separate deposits by date, amount and type (i.e. employee contributions, employer contributions, loan payment, rollover, earnings, etc.).

NOTE: If desired, this can be in the form of a spreadsheet prepared by or downloaded from the Plan's current custodian, as long as the source of the document is identified. It should show the amount of the deposit, the date received at the Custodian and the date allocated to the plan participants where different from the date received at the Custodian.

15. Company information:

- a. A list of the Company owners and shareholders, with names of officers and members of the board of directors.
- b. List of all companies and affiliates participating in the Plan.
- c. If applicable, provide a copy of the participation agreements signed by any participating employers in the Plan.
- d. Articles of incorporation and bylaws for the Company.

16. A list of places/custodians/limited partnerships/investments/etc., where all assets are on deposit, by name, address, and account number.

- a. Include the names of all individuals with respect to each account, who have authority to perform the following actions:
 - i. Make deposits and withdrawals.
 - ii. Transfer plan assets or make distributions.
 - iii. Make investment changes.
 - iv. Change the administration of the Plan.

NOTE: Please attach copies of the documents informing the custodian/trustee that these

individuals have such authority.

17. Parties and Entities:

- a. A list of "parties-in-interest" as defined by ERISA Section 3(14), (refer to Attachment B). Provide name, title, and function as well as the period of service. (It is not necessary to list all employees of the company):
- b. Documents sufficient to show the Plan's and the Company's accountants/auditors, attorneys, appraisers, independent fiduciaries, investment managers, investment advisers, insurance representatives, and investment brokers. Please include the following information for each party or entity:
 - i. the names of the individuals;
 - ii. the company or firm each represents;
 - iii. their address and telephone number; and
 - iv. the year(s) served as an official of the Plan.

18. Plan's investment policy, if any.

19. Documents describing the amount of forfeited accounts and the reasons for such forfeitures. If applicable, provide a Plan statement showing the forfeitures are segregated from the employee's accounts. (NOTE: This may also be provided in the annual Trust Statement)

20. Subscription Agreements, non-participant loan promissory notes or other documents describing any investments not held at the Plan custodian

21. Expenses (including Fees & Commissions). Include copies of all invoices or documents upon which Plan expenses are paid. Where invoice or written documents are not submitted, describe the basis upon which Plan expenses are paid.

- a. Please forward a copy of the recent Plan sponsor fee disclosures provided to you.
- b. Forward a copy of the recent Plan participant fee disclosure provided to you.

22. Reports or correspondence from independent fiduciaries, pension consultants and investment advisors regarding the Plan.

23. Documents describing:

- a. SEC 12(b)(1) fees rebated to the Plan, Company or any parties-in-interest.
- b. Finder's fees rebated to the Plan, Company or any parties-in-interest.
- c. Sub-Transfer Account (Sub-TA) fees rebated to the Plan, Company or any parties-in-interest.
- d. Any other fees and revenue sharing rebated to the Plan, Company or any parties-in-interest.

24. Documents describing any compensation paid to the Plan, Plan fiduciaries, independent fiduciary, Company directors or Company employees, as a consequence of the Plan sponsor or its subsidiaries sponsoring the Plan, including any revenue sharing, "soft dollars" or any type of revenue enhancement.

25. All 408(b)(2) disclosures from the Plan's service providers, received since July 1, 2012, concerning Plan-related and investment-related information (e.g., documents describing the services provided and disclosures from the service provider detailing fees, expenses, or other compensation received or billed by the service provider for those services).
26. If applicable, a sample 404a-5 participant disclosure, describing investment-related and Plan-related information, including administrative and individual fees and expenses.
27. If applicable, documents describing any funds rolled over to an IRA or removed from the Plan in some other manner because the Plan participant is unlocatable or where mailings sent to the Plan participant have been returned as undeliverable. Provide the name of the participant, address, phone number and Social Security # (SS #).
28. Documents describing any uncashed checks, including the name of the participant or service provider, address, phone number and SS #. "Un-cashed check" means any employee benefit plan distribution check, wire, or electronic transfer issued by the Plan, which has not been presented for payment within 90 days of issuance, and, as of September 1, 2014, still had not been cashed. Excluded from this definition is any un-cashed check, wire or transfer that had been voided, reissued, and presented for payment by the plan participant payee.
29. Most recent Participant Census showing participant name, address, account balance, birthday and, if applicable, date of termination of employment.
 - a. If the Plan has a mandatory distribution policy or IRA rollover policy for terminated employees for account balances under a certain limit, or if the Plan has a minimum mandatory distribution age, are there funds remaining in the Plan for this participant(s) that have not been distributed or rolled over due to lack of a known address or other reason that prevents distribution?
 - i. For unlocatable participants, please provide the person's SS #.
 - b. For the uncashed checks where you don't know where the participant is located,
 - i. provide a list showing the participant's name, address, account balance, birthday, SS # and, if applicable, date of termination of employment.
 - ii. Do you know where some of the participants are located? If yes, part of this review will be to make sure that the checks are reissued to the locatable participants.
30. If applicable, documents describing the changes of any service providers including, but not limited to, any documents comparing all contenders for the Plan's services.
31. If applicable, the participant loan policy, including documents describing who is responsible for setting the Plan's interest rate. Including a sample loan applicable form. Provide a list of any outstanding loans that shows the following: participant's ID, amount of overall loan, outstanding balance, date of the loan and interest rate.

NOTE: If terminated employees with Plan loans obtained prior to termination of employment are allowed to continue to pay back/maintain the loan, please include a payment history for these loans after the date of the employee's termination.

32. Documents describing how Employer contributions are remitted to the Plan.
33. Documents relating to all loans, other than participant loans, including those secured by mortgages, made, held, or acquired by or to the Plan at any time since January 1, 2011, including but not limited to the following:
 - a. All promissory notes and loan applications;
 - b. All amortization and/or repayment schedules;
 - c. Documents that identify any collateral, if any, together with all applicable recorded documents (UCC-1 filings, trust deeds, etc.); and
 - d. Document(s) showing date of acquisition by plan (for any loans/ mortgages not originated by plan); from whom acquired and identity of originator, if different; value at acquisition; and cost paid by plan. (Note: If loan/mortgage was contributed to the plan by sponsor, so specify and indicate date and value of contribution).
34. Documents relating to investments made by the Plan at any time since January 1, 2011, in any partnership or limited partnership, including but not limited to the following:
 - a. Partnership Agreement;
 - b. Offering circular and/or Prospectus;
 - c. Most recent Schedule K-1 (Form 1065) and current market value; and
 - d. Most recent partnership financial statement.
35. Documents relating to all real property (including land, buildings, equipment, motor vehicles, etc.) and coins, gems, artwork, etc., held or acquired by the Plan during any portion of the period from January 1, 2011 to the present, including but not limited to the following:
 - a. Description, including location with street address where applicable;
 - b. Acquisition date and from whom acquired;
 - c. Value at acquisition and current value;
 - d. Information on debt financing, including amount financed, current balance or date paid in full, identity of lender, interest rate, payment terms, due date, etc.;
 - e. Use, if any, made of property and by whom;
 - f. Sources and amounts of income on any income-producing property; and
 - g. Disposition date, if applicable, and details of disposition, including identity of purchaser and relationship to plan, terms of sale, value received, financing, etc.

Additional documents may be requested at a later date.

ATTACHMENT B
ERISA SEC. 3(14)
PARTIES IN INTEREST

- (14) The term "party in interest" means, as to an employee benefit plan--
- (A) any fiduciary (including, but not limited to, any administrator, officer, trustee, or custodian), counsel, or employee of such employee benefit plan;
 - (B) a person providing services to such plan;
 - (C) an employer any of whose employees are covered by such plan;
 - (D) an employee organization any of whose members are covered by such plan;
 - (E) an owner, direct or indirect, of 50 percent or more of
 - (i) the combined voting power of all classes of stock entitled to vote or the total value of shares of all classes of stock of a corporation,
 - (ii) the capital interest or profits interest of a partnership, or
 - (iii) the beneficial interest of a trust or unincorporated enterprise, which is an employer or employee organization described in subparagraph (C) or (D);
 - (F) a relative (as defined in paragraph (15)) of any individual described in subparagraph (A), (B), (C), or (E);
 - (G) a corporation, partnership, or trust or estate of which (or in which) 50 percent or more of--
 - (i) the combined voting power of all classes of stock entitled to vote or the total value of shares of all classes of stock of such corporation,
 - (ii) the capital interest or profits interest of such partnership, or
 - (iii) the beneficial interest of such trust or estate,is owned directly or indirectly, or held by persons described in subparagraph (A), (B), (C), (D), or (E);
 - (H) an employee, officer, director (or an individual having powers or responsibilities similar to those of officer or directors), or a 10 percent or more shareholder directly or indirectly, of a person described in subparagraph (B), (C), (D), (E), or (G), or of the employee benefit plan; or
 - (I) a 10 percent or more (directly or indirectly in capital or profits) partner or joint venturer of a person described in subparagraph (B), (C), (D), (E), or (G).

ERISA SEC 3(15)
"RELATIVE"

- (15) The term "relative" means a spouse, ancestor, lineal descendant, or spouse of a lineal descendant.

