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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GILSTER-MARY LEE CORP EMPLOYEES PROFIT SHARING RETIREMENT TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1973

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

GILSTER-MARY LEE CORPORATION

P.O. BOX 227
CHESTER, IL 62233

2b Employer Identification Number (EIN)
37-0951425

2c Sponsor's telephone number
618-826-2361

2d Business code (see instructions)
311900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/16/2013	ROBERT E. WELGE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/16/2013	MICHAEL W. WELGE
	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

DELBERT DETHROW, MARY CRISLER & ROBERT WELGE

1037 STATE STREET
CHESTER, IL 62233

3b Administrator's EIN
62-1474711

3c Administrator's telephone number
618-826-2361

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**	3881
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**	3972
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3972
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	3972
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3972
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	204
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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GILSTER-MARY LEE CORP EMPLOYEES PROFIT SHARING RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GILSTER-MARY LEE CORPORATION

D Employer Identification Number (EIN)
37-0951425

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

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

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

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

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

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

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

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

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

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

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

(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)

KERBER, ECK & BRAECKEL, LLP

3266 LEXINGTON AVE
CAPE GIRARDEAU, MO 63701

43-0352985

(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?
10	PLAN AUDITOR	29500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO ADVISORS

34-1542819

(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?
33	INVESTMENT ADVISOR	61401	Yes [X] No [ ]	Yes [X] No [ ]	750	Yes [ ] No [X]

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

MORGAN STANLEY SMITH BARNEY LLC

227 W MONROE ST STE 3400
CHICAGO, IL 60606

26-4310632

(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 50 72 33 71 49 19 99 15 64	INVESTMENT ADVISOR	47817	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

LPL FINANCIAL

9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121-1968

95-2834236

(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?
33 71	INVESTMENT ADVISOR	25995	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EDWARD JONES

201 PROGRESS PARKWAY
MARYLAND HEIGHTS, MO 63403

43-1591643

(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?
33 71	INVESTMENT ADVISOR	2539	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 [ ]

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 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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GILSTER-MARY LEE CORP EMPLOYEES PROFIT SHARING RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GILSTER-MARY LEE CORPORATION

D Employer Identification Number (EIN)
37-0951425

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	17069	261344
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1185500	1101800
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	126260	91108
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2320285	2416535
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	947520	1117860
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	180039	199799
(B) Common	1c(4)(B)	36402261	41481317
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2234079	2364331
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2496576	2784285

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	26558778	26495688
	(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	72468367	78314067
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	72468367	78314067

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)	1101800	
	(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)		1101800
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8359	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)	67545	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		75904
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	9563	
	(B) Common stock	2b(2)(B)	1763861	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1773424
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	7229292	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6425681	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		803611
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	4974168	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		4974168

		(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		177
d Total income. Add all **income** amounts in column (b) and enter total	2d		8729084
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2703383	
(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)		2703383
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)	30108	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	138502	
(4) Other	2i(4)	11391	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		180001
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2883384
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5845700
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: KERBER, ECK & BRAECKEL LLP **(2)** EIN: 43-0352985

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		26495688
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)

Part V Trust Information (optional)

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

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN

DECEMBER 31, 2012 AND 2011

CONTENTS

	Page
Independent Auditor's Report	3
Statements of Net Assets Available for Plan Benefits	5
Statements of Changes in Net Assets Available for Plan Benefits	6
Notes to Financial Statements	7
Supplemental Information	18
Schedule of Assets Held for Investment Purposes	19
Schedule of Assets Acquired and Disposed of Within the Plan Year	22

Kerber, Eck & Braeckel LLP

CPAs and
Management Consultants

3266 Lexington Avenue
Cape Girardeau, MO 63701-2609
ph 573.334.0568
fax 573.334.3962
www.kebcpa.com

Independent Auditor's Report

To the Trustees
Gilster-Mary Lee Corporation Employees'
Profit-Sharing Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Gilster-Mary Lee Corporation Employees' Profit-Sharing Retirement Plan, which comprise the statements of net assets available for plan benefits (modified cash basis) as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note A1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits (modified cash basis) of the Gilster-Mary Lee Corporation Employees' Profit-Sharing Retirement Plan as of December 31, 2012 and 2011, and the changes in net assets available for plan benefits (modified cash basis) for the years then ended, in accordance with the basis of accounting described in Note A1.

Basis of Accounting

We draw attention to Note A1 of the financial statements, which describes the basis of accounting. The financial statements and supplemental information were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets Held for Investment Purposes and Assets Acquired and Disposed of Within the Plan Year, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the 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.

Kerber, Eck + Braeckel LLP

Cape Girardeau, Missouri
July 12, 2013

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
(prepared on the modified cash basis)
December 31,

	2012	2011
Investments at fair value (notes A2, C and D)		
Common and preferred stocks		
Employer company - affiliate	$ 26,495,688	$ 26,558,778
Others	41,681,116	36,582,300
Discretionary trusts	2,784,285	2,496,576
Investment companies and unit trusts		
U.S. Government and other income funds	2,364,331	2,234,079
Corporate bonds	1,117,860	947,520
Certificates of deposit	883,626	885,756
Money market and savings accounts	577,940	348,344
Broker cash accumulation funds	954,969	1,086,185
	76,859,815	71,139,538
Receivables		
Employer contributions (note E)	1,101,800	1,185,500
Accrued interest and dividends	91,108	126,260
	1,192,908	1,311,760
Cash	261,344	17,069
Net assets available for plan benefits	$ 78,314,067	$ 72,468,367

The accompanying notes are an integral part of these statements.

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
(prepared on the modified cash basis)
FOR THE YEAR ENDED DECEMBER 31,

	2012	2011
Additions to net assets attributed to		
Contributions		
Employer company - affiliate (note E)	$ 1,101,800	$ 1,185,500
Investment income		
Dividends and interest	1,849,328	1,388,133
Net appreciation (depreciation) in fair value of investments (note C)	5,777,779	(727,366)
	7,627,107	660,767
Other income	177	591
Total additions	8,729,084	1,846,858
Deductions from net assets attributed to		
Benefits paid to participants	2,703,383	5,832,976
Administrative expenses	180,001	208,498
Total deductions	2,883,384	6,041,474
NET INCREASE (DECREASE)	5,845,700	(4,194,616)
Net assets available for plan benefits		
Beginning of year	72,468,367	76,662,983
End of year	$ 78,314,067	$ 72,468,367

The accompanying notes are an integral part of these statements.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of these financial statements follows.

1. Basis of accounting

The plan financial statements are presented on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. These financial statements include adjusting assets to fair market value, accruing employer contributions and accruing interest and dividend receivables. The financial statements omit recognition of accrued expenses and deferred benefits payable. Accordingly, these statements are not intended to and do not present financial position and results of operations in conformity with generally accepted accounting principles.

2. Valuation of investments and income recognition

If available, quoted market prices are used to value investments. The plan dates used in valuation of publicly traded securities held were January 2, 2013, and January 11, 2012. The amounts shown in note C for securities that have no quoted market price represent estimated fair value. Many factors are considered in arriving at fair value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. The amount of investments that have no quoted market prices and the method by which they are valued by the plan's trustees are included in note C.

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

3. Cash and cash equivalents

The plan includes cash, money market accounts and certificates of deposit as cash and cash equivalents.

The Plan maintains cash balances at several financial institutions. Accounts at each institution are insured by Federal Deposit Insurance Corporation up to $250,000. Uninsured balances aggregate approximately $915,776 at December 31, 2012 and $440,108 at December 31, 2011. The Plan has not experienced any losses in such accounts and believes it is not exposed to any credit risk on cash and cash equivalents.

4. Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

5. Payments of benefits

Benefits are recorded when paid.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

6. Subsequent events

Subsequent events were evaluated through July 12, 2013, which is the date the financial statements were available to be issued.

NOTE B – DESCRIPTION OF PLAN

1. General

The Gilster-Mary Lee Corporation Employees' Profit-Sharing Retirement Plan is a defined contribution pension plan covering substantially all employees of Gilster-Mary Lee Corporation. Established in 1972, the plan provides for pension, death, and disability benefits. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and the Retirement Equity Act of 1984.

2. Allocations to participant account balances

Contributions to the plan are determined by the employer Board of Directors on a discretionary basis as a percent of net income after tax. Contributions and forfeitures are allocated to participants in proportion to their compensation on an annual basis. The participants may not make additional contributions to their account. Plan income is allocated annually to participants in proportion to each participant's share of the Trust Fund.

3. Plan benefits

Vesting of plan assets allocated to each participant's account is based on the completed years of service. An employee must complete 1,000 hours of service during the plan year to receive credit for a year of service for vesting purposes. The participant's account becomes fully vested upon five years of service.

Each participant may retire after he reaches sixty-five (65) years of age, at which time his account becomes fully vested. Participant retirements or terminations prior to age sixty-five are entitled to receive the vested portion of their account. In the event of death or disability, a participant's account becomes fully vested and their beneficiary becomes entitled to receive the total account balance.

4. Plan termination

It is the Company's intention to continue this plan indefinitely. However, in the event the plan is terminated, all accounts of participants will become fully vested. Upon termination of the trust, the administrator will distribute all assets remaining in the trust fund, after payment of any expenses properly chargeable against it, to the participants in accordance with the value of participants' account balances.

5. Forfeited accounts

At December 31, 2012 and December 31, 2011 forfeited nonvested accounts totaled $53,093 and $84,967 respectively. These accounts are reallocated to participants in the same manner as employer contributions.

NOTE C – INVESTMENTS

The plan's assets are held and managed by the plan trustees. The fair values of the plan's investments appreciated (depreciated) as follows (including investments bought and sold as well as held at year end):

	Year Ended December 31, 2012	
	Net Appreciation (Depreciation) in fair value	Fair Value at End of Year
Fair Values as Determined by Quoted Market Price:		
Common and preferred stocks	$ 5,259,800	$ 41,681,116
Investment companies and unit trust Income funds	130,252	2,364,331
Corporate bonds	171,219	1,117,860
	5,561,271	45,163,307
Fair Value Estimated By the Plan Trustees:		
Employer company common stock	(63,090)	26,495,688
Discretionary trust	281,728	2,784,285
Certificates of deposit	(2,130)	883,626
Cash investment accounts:		
Money market, savings, and broker accounts	N/A	1,532,909
	$ 5,777,779	$ 76,859,815

NOTE C – INVESTMENTS – Continued

	Year Ended December 31, 2011	
	Net Appreciation (Depreciation) in fair value	Fair Value at End of Year
Fair Values as Determined by Quoted Market Price:		
Common and preferred stocks	$ (1,166,105)	$ 36,582,300
Investment companies and unit trust Income funds	4,958	2,234,079
Corporate bonds	(93,696)	947,520
	(1,254,843)	39,763,899
Fair Value Estimated By the Plan Trustees:		
Employer company common stock	625,839	26,558,778
Discretionary trust	(98,362)	2,496,576
Certificates of deposit	-	885,756
Cash investment accounts:		
Money market, savings, and broker accounts	N/A	1,434,529
	$ (727,366)	$ 71,139,538

Employer Company Common Stock (Mary Lee Packaging Corporation)

Mary Lee Packaging Corporation is a holding company whose main assets are 100% holdings in Gilster-Mary Lee Corporation common stock, the plan sponsor. The fair value of Mary Lee Packaging Corporation common stock, as determined by Trustees, is a simple average of the GAAP and tax book values of the Company. The Company is valued at approximately 100% and 99% of the book value of the holding company assets at December 31, 2012 and 2011, respectively. The holding company investment in Gilster-Mary Lee Corporation common stock is accounted for on the equity method and represents approximately 99% of Mary Lee Packaging Corporation assets. The plan's holdings in Mary Lee Packaging Corporation approximated 13.0% and 12.9% of the total stock issued and outstanding for 2012 and 2011, respectively.

During 2013, the Plan sponsor engaged an independent company to perform an appraisal of the common stock of Mary Lee Packaging Corporation. The appraisal had not been completed for the year ended December 31, 2012 at the time of issuance of this report.

The total value of the investment in the holding company ($26,495,688 and $26,558,778, respectively) represents approximately 34% and 37% of plan total assets at the respective year ends. The original cost of the employer company stock was $7,476,810, at December 31, 2012 and 2011, respectively. Dividend income for 2012 and 2011 amounted to $44,984 and $44,984 respectively.

NOTE C – INVESTMENTS – Continued

Certificates of deposit

As of December 31, 2012 and 2011, the plan held certificates of deposit in the amounts of $883,626 and $885,756 respectively. The certificates of deposit pay interest of 0.51% to 0.75%. The due dates range from May 10, 2013 through March 27, 2014.

Included in the certificates of deposit shown above, are certificates held at financial institutions at which the trustees of the plan and the employer company are also stockholders. These certificates of deposit amounted to $676,491 and bear interest at rates from 0.70% to 0.75%.

The fair values of individual investments that represent approximately five percent or more of the plan's assets are as follows:

	December 31, 2012		December 31, 2011	
	Shares	Fair Value	Shares	Fair Value
Common Stocks:				
Mary Lee Packaging Corporation (employer holding company)	11,246	$ 26,495,688	11,246	$ 26,558,778
Conagra Inc.	128,500	3,866,565	-	-
Ford Motor Company	500,000	6,600,000	495,000	5,974,650
Kroger Company	172,000	4,535,640	170,000	4,095,300
Other individual investments under five percent (5%) of plan assets		35,361,922		34,510,810
Total Investments		$ 76,859,815		$ 71,139,538

NOTE D – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. The framework provides for a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Level 1 Fair Value Measurements

The fair value measurements of common stock, corporate bonds and investment company and unit trust income funds are based on quoted market prices, when available.

Level 2 Fair Value Measurements

The fair value of discretionary trusts is based on the values of the underlying assets. These trusts include investments in publicly traded securities such as common and preferred stocks and corporate bonds and notes.

Level 3 Fair Value Measurements

The fair value of the employer company common stock is determined annually by the trustees as described in note C. The fair value of certificates of deposit is based on amortized cost or original cost plus accrued interest. The carrying values of cash in money market accounts, savings accounts and brokerage accounts approximate its fair value at December 31, 2012. The following table provides further details of the Level 3 fair value measurement of the employer company common stock and the certificates of deposit.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE D – FAIR VALUE MEASUREMENTS - Continued

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The following tables present fair value measurement information.

		Fair Value Measurements at Reporting Date Using		
December 31, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Employer company common stock	$ 26,495,688	$ -	$ -	$ 26,495,688
Common and preferred stocks				
Energy	237,410	237,410	-	-
Materials	3,443,494	3,443,494	-	-
Industrials	3,061,610	3,061,610	-	-
Consumer discretionary	11,667,602	11,667,602	-	-
Consumer staples	11,598,201	11,598,201	-	-
Health care	1,384,468	1,384,468	-	-
Financials	3,298,163	3,298,163	-	-
Information technology	319,427	319,427	-	-
Telecommunications	6,446,922	6,446,922	-	-
Utilities	223,819	223,819	-	-
Total common and preferred stocks	41,681,116	41,681,116	-	-
Discretionary trusts	2,784,285	-	2,784,285	-
Investment companies and unit trust income funds				
Income funds	1,917,860	1,917,860	-	-
Growth funds	446,471	446,471	-	-
Total investment companies and unit trust income funds	2,364,331	2,364,331	-	-
Certificates of deposit	883,626	-	-	883,626
Corporate bonds				
BBB rated	157,350	157,350	-	-
BB- rated	107,250	107,250	-	-
B+ rated	357,840	357,840	-	-
B- rated	495,420	495,420	-	-
Total corporate bonds	1,117,860	1,117,860	-	-
Money market, savings and broker accounts	1,532,909	-	-	1,532,909
	$ 76,859,815	$ 45,163,307	$ 2,784,285	$ 28,912,223

NOTE D – FAIR VALUE MEASUREMENTS – Continued

		Fair Value Measurements at Reporting Date Using		
December 31, 2011	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Employer company common stock	$ 26,558,778	$ -	$ -	$ 26,558,778
Common and preferred stocks				
Energy	279,420	279,420	-	-
Materials	2,821,763	2,821,763	-	-
Industrials	2,267,939	2,267,939	-	-
Consumer discretionary	10,849,957	10,849,957	-	-
Consumer staples	10,258,252	10,258,252	-	-
Health care	1,209,916	1,209,916	-	-
Financials	2,951,563	2,951,563	-	-
Information technology	219,787	219,787	-	-
Telecommunications	5,498,617	5,498,617	-	-
Utilities	225,086	225,086	-	-
Total common and preferred stocks	36,582,300	36,582,300	-	-
Discretionary trusts	2,496,576	-	2,496,576	-
Investment companies and unit trust income funds				
Income funds	1,802,313	1,802,313	-	-
Growth funds	431,766	431,766	-	-
Total investment companies and unit trust income funds	2,234,079	2,234,079	-	-
Certificates of deposit	885,756	-	-	885,756
Corporate bonds				
A rated	151,350	151,350	-	-
BB- rated	50,650	50,650	-	-
B+ rated	306,720	306,720	-	-
B- rated	438,800	438,800	-	-
Total corporate bonds	947,520	947,520	-	-
Money market, savings and broker accounts	1,434,529	-	-	1,434,529
	$ 71,139,538	$ 39,763,899	$ 2,496,576	$ 28,879,063

NOTE D – FAIR VALUE MEASUREMENTS – Continued

Level 3 Fair Value Measurements – Continued

The following tables set forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2012 and 2011.

December 31, 2012	Employer Company Common Stock	Certificates of Deposit	Total
Beginning balance	$ 26,558,778	$ 885,756	$ 27,444,534
Realized gains (losses)	-	-	-
Unrealized gains (losses) relating to instruments still held at the reporting date	(63,090)	-	(63,090)
Purchases	-	-	-
Sales	-	-	-
Issuances	-	-	-
Settlements	-	(2,130)	(2,130)
Ending balance	$ 26,495,688	$ 883,626	$ 27,379,314
Total gains or losses for the year included in changes in net assets available for benefits attributable to the change in unrealized gains or losses relating to investments still held at the reporting date	$ (63,090)	$ -	$ (63,090)

NOTE D – FAIR VALUE MEASUREMENTS – Continued

Level 3 Fair Value Measurements – Continued

December 31, 2011	Employer Company Common Stock	Certificates of Deposit	Total
Beginning balance	$ 25,932,939	$ 874,778	$ 26,807,717
Realized gains (losses)	-	-	-
Unrealized gains (losses) relating to instruments still held at the reporting date	625,839	-	625,839
Purchases	-	10,978	10,978
Sales	-	-	-
Issuances	-	-	-
Settlements	-	-	-
Ending balance	$ 26,558,778	$ 885,756	$ 27,444,534
Total gains or losses for the year included in changes in net assets available for benefits attributable to the change in unrealized gains or losses relating to investments still held at the reporting date	$ 625,839	$ -	$ 625,839

NOTE E – EMPLOYER CONTRIBUTIONS RECEIVABLE

The employer company made cash contributions to the plan of $1,101,800 and $1,185,500 in 2012 and 2011, respectively.

NOTE F - EMPLOYEE CONTRIBUTIONS

Generally, employee contributions are not permitted under the plan except for re-employment participants who may repay prior plan distributions and participant transfers or rollover contributions from other qualified employee retirement plans.

NOTE G – PLAN TAX STATUS

The Internal Revenue Service (IRS) has ruled the plan qualifies under the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The plan trustees are not aware of any action or event that has occurred that might affect the plan's qualified status.

NOTE G – PLAN TAX STATUS – Continued

The plan obtained its latest determination letter on December 29, 2009, 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 not been amended since receiving the determination letter.

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.

The plan has adopted Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 740 Income Taxes* which prescribes a comprehensive model for how a plan should recognize, measure, present, and disclose in its financial statements uncertain tax positions that it has taken or plans to take on a tax return. Management has determined that the adoption of FASB ASC 740 did not have a material impact on Gilster-Mary Lee Corporation Employees' Profit-Sharing Retirement Plan's financial statements. The plan evaluates expiring statutes of limitations, audits, changes in tax law, and new authoritative rulings. Penalties and interest assessed by taxing authorities are included in the provision for income taxes, if applicable. There were no penalties and interest for 2012 and 2011. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H – TRANSACTIONS WITH PARTIES IN INTEREST

Note C includes transactions considered to be related party transactions with the plan employer company.

The employer company provides personnel and equipment for plan operations. No cost is charged to the plan for these services.

Pursuant to Prohibited Transaction Class Exemption 86-128 (PTCE 86-128), the plan has engaged the services of a broker sales representative who is the daughter of a trustee of the plan. This broker sales representative held assets of the plan of $13,063,141 and $10,956,495 at December 31, 2012 and 2011. The plan engaged an authorizing fiduciary for the approval of this transaction and at December 31, the fiduciary indicated they saw no reason to revoke the brokerage transaction authorization. Brokerage fees charged on the account were $41,108 and $46,873 for the years 2012 and 2011, respectively.

Fees paid during the year for legal, accounting, and other services rendered by parties in interest were based on customary and reasonable rates for such services.

NOTE I – RISKS AND UNCERTAINTIES

The plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

SUPPLEMENTAL INFORMATION

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
	3M Company	557 Shares	39,280	52,792
	Accenture Ltd	748 Shares	26,216	51,657
	Alcatel Lucent ADS	1,860 Shares	25,652	2,604
	Alliancebernstein Inc	61,333 Shares	713,688	503,544
	Altria Group Inc	23,289 Shares	516,095	757,824
	Ameren Corporation	1,287 Shares	55,938	40,309
	American Express	1,582 Shares	69,937	92,943
	American International Group Inc	1,000 Shares	100,217	36,480
	American International Group Inc Warrant	532 Shares	12,620	7,342
	AMR Corp	30,000 Shares	223,497	25,770
	Applied Materials Inc	2,142 Shares	39,952	25,361
	Armour Residential REIT	5,000 Shares	38,863	33,900
	AT & T Corporation	106,500 Shares	3,202,175	3,727,500
	Automatic Data Processing	893 Shares	44,955	52,142
	B & G Foods Inc	48,000 Shares	352,909	1,402,560
	Bank of America Corporation	37,167 Shares	592,332	447,119
	BB&T Corp	1,229 Shares	49,986	36,956
	BCE Inc	3,800 Shares	167,275	165,642
	Beam Inc	608 Shares	39,059	38,036
	Biosante Pharmaceuticals	1,217 Shares	216,535	1,594
	Bioscrip Inc	4,000 Shares	25,440	43,920
	Boyd Gaming Corp	29,000 Shares	1,307,275	196,620
	Bristol Myers Squibb Co	12,000 Shares	320,368	392,520
	Caesars Entertainment	5,000 Shares	58,849	37,000
	Canadian Pacific Railway	710 Shares	44,008	74,976
	Capstone Turbine Corp	10,000 Shares	15,596	9,270
	Carnival Corp	6,941 Shares	292,430	260,288
	Century Link Inc	15,000 Shares	633,730	602,700
	Chevron Corp	508 Shares	50,015	56,078
	Cinemark Holdings	9,000 Shares	107,152	239,220
	Citigroup Inc	1,736 Shares	741,188	71,610
	Clorox Company	8,680 Shares	177,111	643,101
	Coca Cola Co	626 Shares	19,960	23,538
	Cohen & Steers Quality Income Fund	10,205 Shares	59,300	106,642
	Columbia Strategic Income Fund	2,080 Shares	26,000	13,354
	Comcast Corp New	2,890 Shares	83,509	111,323
	Conagra Inc	128,500 Shares	2,918,240	3,866,565
	Conoco Phillips	562 Shares	35,334	33,276
	Darden Restaurants Inc	4,000 Shares	188,057	181,600
	Delphi Automotive Systems	2,794 Shares	35,412	2,068
	Delta Airlines Inc	137,000 Shares	1,561,698	1,675,510
	Direct TV Group Inc	493 Shares	7,720	25,473
	Dominion Resources Inc	1,104 Shares	49,930	58,424
	Du Pont De Nemours	1,000 Shares	49,872	45,870
	Duke Realty Corp	690 Shares	30,570	9,688
	DWS High Income Trust	5,000 Shares	120,000	52,050
	Eaton Vance Limited Duration Income Fund	6,514 Shares	94,400	109,305
	Ecolab Inc	337 Shares	16,553	25,049
	Eli Lilly & Co	1,366 Shares	74,988	67,631
	Entertainment Gaming Asia	7,500 Shares	92,860	15,375
	Emerson Electric Co	804 Shares	27,263	43,898
	Entercom Communications	9,000 Shares	262,919	65,160
	Entergy Corporation	500 Shares	8,375	32,375
	Epoch Holding Corporation	30,000 Shares	264,576	837,600
	Exide Technologies	5,000 Shares	47,102	18,300
	Ford Motor Company	500,000 Shares	3,881,749	6,600,000
	Frontier Communications	8,398 Shares	-	36,615
	Gaming Partners Intl Corp	12,000 Shares	140,585	84,000
	General Electric Co	35,364 Shares	562,094	754,668
	General Motors Corporation	360,000 6.5% Bond due 11/15/18	360,000	357,840
	GlaxoSmithKline Plc	1,075 Shares	59,959	47,440

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment		(d) Cost	(e) Current Value
	Hanesbrands Inc	50,000	6.375% Bond due 12/15/20	51,909	54,750
	HJ Heinz Co	498	Shares	28,183	29,327
	HSBC ADR	1,214	Shares	70,000	65,908
	Illinois Tool Works Inc	420	Shares	21,719	26,032
	Integra Bank Corporation	4,410	Shares	161,610	4
	Intel Corp	2,314	Shares	44,964	49,473
	International Gaming Tech	6,000	Shares	102,625	87,600
	IPATH S&P 500 Vix STF ETN	3,750	Shares	161,973	105,188
	Jaguar Mining Inc	25,000	Shares	191,491	19,125
	Johnson & Johnson	1,191	Shares	74,947	84,370
	Johnson Controls, Inc	406	Shares	11,296	12,785
	Joseph A. Bank Clothier Inc	9,000	Shares	176,786	386,910
	Kellogg Co	475	Shares	24,977	27,032
	Kimberly Clark Corp	610	Shares	39,989	52,692
	Kraft Foods Group Inc	342	Shares	12,867	15,650
	Mondelez International Inc	1,028	Shares	35,438	27,417
	Kroger Company	172,000	Shares	2,320,417	4,535,640
	Leap Frog	6,000	Shares	47,405	52,200
	Legg Mason Fundamental Value A	15,889	Shares	253,001	222,764
	Leggett & Platt Inc	1,803	Shares	50,017	50,033
	LSI Corp	541	Shares	15,884	4,085
*	Mary Lee Packaging	11,246	Shares	7,476,810	26,495,688
	Maxxam Inc	32	Shares	364,047	20,161
	MDU Resources Group Inc	1,623	Shares	38,275	35,252
	Merck & Co	6,000	Shares	280,085	248,040
	MFS Government Market Income Trust	20,000	Shares	200,000	138,400
	MFS Intermediate Income Trust	30,000	Shares	300,000	194,100
	MGM Bond	150,000	7.5% Bond due 6/1/16	150,458	161,550
	MGM Mirage	310,000	7.625% Bond due 1/15/17	297,869	333,870
	MGM Mirage International	30,100	Shares	946,509	369,327
	ML Capital Trust	4,000	7% Preferred shares	105,800	100,360
	Monarch Casino & Resort	35,000	Shares	771,697	409,500
	Morgan Stanley Bond	150,000	3.80% Bond due 4/29/16	149,222	157,350
	Morgan Stanley Trust	4,000	5.75% Preferred shares	100,000	98,520
	Multi Market Income Trust	62,000	Shares	617,780	455,700
	National Health Investors	4,072	Shares	120,150	236,787
	Navios Maritime Holdings	70,000	Shares	416,902	242,900
	Navios Maritime Partners	6,000	Shares	95,196	77,040
	NCR Corporation	562	Shares	2,683	14,725
	Newell Rubbermaid Inc	4,000	Shares	40,512	90,440
	Newmarket Corporation	12,000	Shares	409,191	3,267,240
	News Corp Limited	108	Shares	1,658	919
	Occidental Petroleum	706	Shares	70,084	55,181
	OGE Energy Corp	1,000	Shares	23,012	57,460
	Oncothyreon Inc	4,998	Shares	85,752	10,146
	Party Digital Entertainment	1,500	Shares	47,247	2,805
	Pfizer Inc	11,168	Shares	241,600	289,363
	Phoenix Co Inc	2,000	Shares	97,486	54,820
	Pimco Strategic Global Gov Fund	10,000	Shares	125,000	114,700
	Pinnacle Entertainment	15,000	Shares	433,762	244,950
	Pitney Bowes Inc	33,000	Shares	619,904	356,070
	Precision Drilling Trust	17,829	Shares	136,902	152,973
	Procter & Gamble	1,116	Shares	64,734	77,439
	Putnam Premier Income Trust	20,000	Shares	200,000	109,800
	Redwood Trust Inc	13,000	Shares	196,123	227,630
	Regal Entertainment Group	30,000	Shares	454,227	423,300
	Repligen Corp	25,000	Shares	101,591	165,750
	RLJ Entertainment Inc	436	Shares	10,125	2,132
	Royal Dutch Shell Plc	739	Shares	49,979	51,161
	Select Sector SPDR-Finance	20,000	Shares	315,869	337,200
	Silicon Graphics Inc	697	Shares	-	21

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
	Sirius XM Radio Inc	80,000 Shares	205,630	241,600
	Morgan Stanley- Clearbridge SMG	1,000 Managed Fund	358,170	521,181
	Morgan Stanley- Natixis	1,000 Managed Fund	445,774	459,308
	Morgan Stanley- Miller Howard	1,000 Managed Fund	389,847	441,854
	Morgan Stanley- Royce Premier	1,000 Managed Fund	169,812	176,583
	Morgan Stanley- Thornburg	1,000 Managed Fund	341,689	368,820
	Morgan Stanley - Polen Capital	1,000 Managed Fund	337,992	355,430
	Morgan Stanley- Renaissance	1,000 Managed Fund	170,488	209,216
	Morgan Stanley- Winslow	1,000 Managed Fund	204,331	251,893
	Staples Inc	4,000 Shares	46,410	45,920
	Supervalu Inc	13,000 Shares	125,810	32,500
	Sysco Corporation	1,374 Shares	49,988	43,831
	TE Connectivity Ltd	1 Shares	-	38
	Teradata Corp	562 Shares	2,683	35,805
	Teva Pharmaceutical Ind	906 Shares	49,971	33,694
	Thomson Reuters Corp	931 Shares	28,284	27,427
	Time Warner	4,332 Shares	242,527	215,560
	Time Warner Cable	1,087 Shares	79,909	107,776
	Toronto Dominion Bank	235 Shares	8,605	19,834
	Travelers Companies Inc	132 Shares	5,193	9,618
	Tyco International	1 Shares	-	31
	United Technologies Corp	719 Shares	59,923	60,396
	US Airways Group Inc	30,000 Shares	263,845	419,400
	US Bancorp	1,887 Shares	65,008	62,214
	US Steel Bond	50,000 6.05% bond due 6/1/17	50,459	52,500
	Verizon Communications	40,000 Shares	1,346,468	1,770,800
	VF Corp	262 Shares	22,690	39,394
	Visteon	4 Shares	3,293	216
	Visteon Warrant	14 Shares	-	-
	Vodafone Airtouch ADS	3,750 Shares	102,097	96,188
	Wabash National Corp	5,000 Shares	52,220	48,650
	Weingarten Realty Investor	612 Shares	25,156	16,738
	Wells Fargo & Co	8,000 Shares	498,169	280,400
	Wendys Co	60,000 Shares	339,448	282,000
	Western Asset Emerging Market Fund	11,002 Shares	217,974	242,924
	Western Asset Global High Income Fund	15,177 Shares	226,603	210,353
	Windstream Corporation	4,931 Shares	54,783	43,393
	YRC Worldwide Inc	4 Shares	4,464	27
*	Alliance Bank	100,000 CD @ 0.75% due 5/10/13	100,000	100,000
	Bank of Missouri	107,135 CD @ 0.51% due 08/25/13	107,135	107,135
*	Buena Vista National Bank	576,491 CD @ 0.7% due 01/07/14	576,491	576,491
	First National Bank, Steeleville	100,000 CD @ 0.65% due 03/27/14	100,000	100,000
Cash				
	Money market accounts	N/A	577,940	577,940
	Broker cash accumulation accounts	N/A	954,969	954,969
			$ 50,447,354	$ 76,859,817

* Indicates Party in Interest

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR
December 31, 2012

(a) identity of issue, borrower, lessor or similar party	(b) Description of investment, including maturity date, rate of investment, collateral, par or maturity value	(c) Costs of Acquisitions	(d) Proceeds of Dispositions
B & G Foods	2,000 Shares	43,242	44,189
Brandywine Realty Trust	2,000 Shares	24,830	23,970
Bristol Myers Squibb Co	2,000 Shares	67,216	67,858
Bristol Myers Squibb Co	2,000 Shares	63,745	65,128
Caesars Entertainment	5,000 Shares	57,615	60,724
Caesars Entertainment	5,000 Shares	55,715	58,156
Century Link Inc	2,000 Shares	74,025	75,659
Century Link Inc	2,000 Shares	84,204	85,005
Century Link Inc	2,000 Shares	78,465	80,508
Century Link Inc	1,000 Shares	38,079	39,158
Century Link Inc	1,000 Shares	38,156	39,158
Cinemark Holdings Inc	5,000 Shares	95,482	97,042
Cinemark Holdings Inc	5,000 Shares	95,231	96,908
Cinemark Holdings Inc	2,000 Shares	39,828	42,180
Darden Restaurants Inc	2,000 Shares	92,947	93,905
Darden Restaurants Inc	2,000 Shares	102,262	105,420
Darden Restaurants Inc	2,000 Shares	104,910	105,837
Darden Restaurants Inc	2,000 Shares	103,797	103,814
Darden Restaurants Inc	2,000 Shares	104,049	104,415
Delta Airlines, Inc	5,000 Shares	48,359	50,589
Delta Airlines, Inc	5,000 Shares	45,780	47,935
Delta Airlines, Inc	5,000 Shares	44,309	46,039
Delta Airlines, Inc	5,000 Shares	45,409	47,339
Delta Airlines, Inc	10,000 Shares	99,510	104,488
Delta Airlines, Inc	10,000 Shares	97,810	99,688
Delta Airlines, Inc	10,000 Shares	102,310	104,288
Delta Airlines, Inc	10,000 Shares	102,505	106,188
Dr. Pepper Snapple Group	2,000 Shares	77,483	77,934
Emerson Electric Co	1,000 Shares	49,123	51,711
Ford Motor Company	5,000 Shares	46,257	47,193
Ford Motor Company	5,000 Shares	45,856	46,593
Ford Motor Company	5,000 Shares	46,006	47,993
Ford Motor Company	5,000 Shares	50,455	52,293
Freeport McMoran Cooper	2,000 Shares	70,219	72,176
Guess? Inc	2,000 Shares	57,222	58,848
Ipath S&P 500 VIX ETF	4,000 Shares	45,352	47,275
Isle of Capri Casinos Inc.	5,000 Shares	25,664	29,183
Isle of Capri Casinos Inc.	5,000 Shares	31,338	35,352
Johnson Controls Inc	2,000 Shares	62,541	65,143
Johnson Controls Inc	2,000 Shares	61,357	65,466
Johnson Controls Inc	2,000 Shares	61,638	59,944
Johnson Controls Inc	2,000 Shares	57,645	59,943
Johnson Controls Inc	3,000 Shares	80,651	84,481
Johnson Controls Inc	3,000 Shares	70,780	73,410
Johnson & Johnson	1,000 Shares	65,247	65,587
The Kroger Copmany	2,000 Shares	46,890	52,907
Leap Frog	10,000 Shares	65,417	68,591
Limited Brands Inc	2,000 Shares	84,224	84,798
Morgan Stanley	2,000 Shares	30,231	35,345
Morgan Stanley	2,000 Shares	30,191	35,671
Morgan Stanley	2,000 Shares	30,254	35,584
Navios Maritime Holdings	3,000 Shares	47,594	47,594
Navios Maritime Holdings	3,000 Shares	47,601	47,601
PACCAR Corp	2,000 Shares	88,848	91,942
Phillips 66	281 Shares	8,096	11,760
Republic Services Inc	2,000 Shares	59,706	61,399
Republic Services Inc	2,000 Shares	54,475	53,564
Republic Services Inc	2,000 Shares	51,240	52,051

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR
December 31, 2012

(a) Identity of issue, borrower, lessor or similar party	(b) Description of investment, including maturity date, rate of investment, collateral, par or maturity value	(c) Costs of Acquisitions	(d) Proceeds of Dispositions
Spirit Airlines Inc	5,000 Shares	95,947	98,391
Staples Inc	4,000 Shares	50,704	51,051
Staples Inc	4,000 Shares	50,423	52,805
Staples Inc	4,000 Shares	45,490	48,023
Staples Inc	2,000 Shares	22,317	24,011
Staples Inc	4,000 Shares	46,369	47,229
Staples Inc	2,000 Shares	22,861	23,614
US Airways Group Inc	5,000 Shares	42,681	45,312
US Airways Group Inc	5,000 Shares	42,622	45,391
US Airways Group Inc	5,000 Shares	42,985	45,391
US Airways Group Inc	5,000 Shares	35,498	37,783
US Airways Group Inc	5,000 Shares	37,855	40,583
US Airways Group Inc	5,000 Shares	50,665	58,454
US Airways Group Inc	5,000 Shares	51,259	53,039
US Airways Group Inc	5,000 Shares	50,444	53,541
Waste Management Inc	2,000 Shares	71,209	64,827
Waste Management Inc	2,000 Shares	63,644	64,826
Wendys Co	10,000 Shares	43,610	45,789
Wendys Co	10,000 Shares	46,108	47,089
		$ 4,512,082	$ 4,662,069

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
EMPLOYER ID # 37-0951425
PLAN # 001
DECEMBER 31, 2012

(a)	(b) Identity of Issue	Type	(c) Description of Investment	(d) Cost	(e) Current Value
	3M Company		557 Shares	39,280	52,792
	Accenture Ltd		748 Shares	26,216	51,657
	Alcatel Lucent ADS		1,860 Shares	25,652	2,604
	Allianceberstein Inc		61,333 Shares	713,688	503,544
	Altria Group Inc		23,289 Shares	516,095	757,824
	Ameren Corporation		1,287 Shares	55,938	40,309
	American Express		1,582 Shares	69,937	92,943
	American International Group Inc		1,000 Shares	100,217	36,480
	American International Group Inc Wnt		532 Shares	12,620	7,342
	AMR Corp		30,000 Shares	223,497	25,770
	Applied Materials Inc		2,142 Shares	39,952	25,361
	Armour Residential REIT		5,000 Shares	38,863	33,900
	AT & T Corporation		106,500 Shares	3,202,175	3,727,500
	Automatic Data Processing		893 Shares	44,955	52,142
	B & G Foods Inc		48,000 Shares	352,909	1,402,560
	Bank of America Corporation		37,167 Shares	592,332	447,119
	BB&T Corp		1,229 Shares	49,986	36,956
	BCE Inc		3,800 Shares	167,275	165,642
	Beam Inc		608 Shares	39,059	38,036
	Biosante Pharmaceuticals		1,217 Shares	216,535	1,594
	Bioscrip Inc		4,000 Shares	25,440	43,920
	Boyd Gaming Corp		29,000 Shares	1,307,275	196,620
	Bristol Myers Squibb Co		12,000 Shares	320,368	392,520
	Caesars Entertainment		5,000 Shares	58,849	37,000
	Canadian Pacific Railway		710 Shares	44,008	74,976
	Capstone Turbine Corp		10,000 Shares	15,596	9,270
	Carnival Corp		6,941 Shares	292,430	260,288
	Century Link Inc		15,000 Shares	633,730	602,700
	Chevron Corp		508 Shares	50,015	56,078
	Cinemark Holdings		9,000 Shares	107,152	239,220
	Citigroup Inc		1,736 Shares	741,188	71,610
	Clorox Company		8,680 Shares	177,111	643,101
	Coca Cola Co		626 Shares	19,960	23,538
	Cohen & Steers Quality Income Fund		10,205 Shares	59,300	106,642
	Columbia Strategic Income Fund		2,080 Shares	26,000	13,354
	Comcast Corp New		2,890 Shares	83,509	111,323
	Conagra Inc		128,500 Shares	2,918,240	3,866,565
	Conoco Phillips		562 Shares	35,334	33,276
	Darden Restaurants Inc		4,000 Shares	188,057	181,600
	Delphi Automotive Systems		2,794 Shares	35,412	2,068
	Delta Airlines Inc		137,000 Shares	1,561,698	1,675,510
	Direct TV Group Inc		493 Shares	7,720	25,473
	Dominion Resources Inc		1,104 Shares	49,930	58,424
	Du Pont De Nemours		1,000 Shares	49,872	45,870
	Duke Realty Corp		690 Shares	30,570	9,688
	DWS High Income Trust		5,000 Shares	120,000	52,050
	Eaton Vance Limited Duration Income Fund		6,514 Shares	94,400	109,305
	Ecolab Inc		337 Shares	16,553	25,049
	Eli Lilly & Co		1,366 Shares	74,988	67,631
	Entertainment Gaming Asia		7,500 Shares	92,860	15,375
	Emerson Electric Co		804 Shares	27,263	43,898
	Entercom Communications		9,000 Shares	262,919	65,160
	Entergy Corporation		500 Shares	8,375	32,375
	Epoch Holding Corporation		30,000 Shares	264,576	837,600
	Exide Technologies		5,000 Shares	47,102	18,300
	Ford Motor Company		500,000 Shares	3,881,749	6,600,000
	Frontier Communications		8,398 Shares	-	36,615
	Gaming Partners Intl Corp		12,000 Shares	140,585	84,000
	General Electric Co		35,364 Shares	562,094	754,668
	General Motors Corporation		360,000 6.5% Bond due 11/15/18	360,000	357,840

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
EMPLOYER ID # 37-0951425
PLAN # 001
DECEMBER 31, 2012

(a)	(b) Identity of Issue	Type	(c) Description of Investment	(d) Cost	(e) Current Value
	GlaxoSmithKline Plc	1,075	Shares	59,959	47,440
	Hanesbrands Inc	50,000	6.375% Bond due 12/15/20	51,909	54,750
	HJ Heinz Co	498	Shares	28,183	29,327
	HSBC ADR	1,214	Shares	70,000	65,908
	Illinois Tool Works Inc	420	Shares	21,719	26,032
	Integra Bank Corporation	4,410	Shares	161,610	4
	Intel Corp	2,314	Shares	44,964	49,473
	International Gaming Tech	6,000	Shares	102,625	87,600
	IPATH S&P 500 Vix STF ETN	3,750	Shares	161,973	105,188
	Jaguar Mining Iinc	25,000	Shares	191,491	19,125
	Johnson & Johnson	1,191	Shares	74,947	84,370
	Johnson Controls, Inc	406	Shares	11,296	12,785
	Joseph A. Bank Clothier Inc	9,000	Shares	176,786	386,910
	Kellogg Co	475	Shares	24,977	27,032
	Kimberly Clark Corp	610	Shares	39,989	52,692
	Kraft Foods Group Inc	342	Shares	12,867	15,650
	Mondelez International Inc	1,028	Shares	35,438	27,417
	Kroger Company	172,000	Shares	2,320,417	4,535,640
	Leap Frog	6,000	Shares	47,405	52,200
	Legg Mason Fundamental Value A	15,889	Shares	253,001	222,764
	Leggett & Platt Inc	1,803	Shares	50,017	50,033
	LSI Corp	541	Shares	15,884	4,085
*	Mary Lee Packaging	11,246	Shares	7,476,810	26,495,688
	Maxxam Inc	32	Shares	364,047	20,161
	MDU Resources Group Inc	1,623	Shares	38,275	35,252
	Merck & Co	6,000	Shares	280,085	248,040
	MFS Government Market Income Trust	20,000	Shares	200,000	138,400
	MFS Intermediate Income Trust	30,000	Shares	300,000	194,100
	MGM Bond	150,000	7.5% Bond due 6/1/16	150,458	161,550
	MGM Mirage	310,000	7.625% Bond due 1/15/17	297,869	333,870
	MGM Mirage International	30,100	Shares	946,509	369,327
	ML Capital Trust	4,000	7% Preferred shares	105,800	100,360
	Monarch Casino & Resort	35,000	Shares	771,697	409,500
	Morgan Stanley Bond	150,000	3.80% Bond due 4/29/16	149,222	157,350
	Morgan Stanley Trust	4,000	5.75% Preferred shares	100,000	98,520
	Multi Market Income Trust	62,000	Shares	617,780	455,700
	National Health Investors	4,072	Shares	120,150	236,787
	Navios Maritime Holdings	70,000	Shares	416,902	242,900
	Navois Maritime Partners	6,000	Shares	95,196	77,040
	NCR Corporation	562	Shares	2,683	14,725
	Newell Rubbermaid Inc	4,000	Shares	40,512	90,440
	Newmarket Corporation	12,000	Shares	409,191	3,267,240
	News Corp Limited	108	Shares	1,658	919
	Occidental Petroleum	706	Shares	70,084	55,181
	OGE Energy Corp	1,000	Shares	23,012	57,460
	Oncothyreon Inc	4,998	Shares	85,752	10,146
	Party Digital Entertainment	1,500	Shares	47,247	2,805
	Pfizer Inc	11,168	Shares	241,600	289,363
	Phoenix Co Inc	2,000	Shares	97,486	54,820
	Pimco Strategic Global Gov Fund	10,000	Shares	125,000	114,700
	Pinnacle Entertainment	15,000	Shares	433,762	244,950
	Pitney Bowes Inc	33,000	Shares	619,904	356,070
	Precision Drilling Trust	17,829	Shares	136,902	152,973
	Procter & Gamble	1,116	Shares	64,734	77,439
	Putnam Premier Income Trust	20,000	Shares	200,000	109,800
	Redwood Trust Inc	13,000	Shares	196,123	227,630
	Regal Entertainment Group	30,000	Shares	454,227	423,300
	Repligen Corp	25,000	Shares	101,591	165,750
	RLJ Entertainment Inc	436	Shares	10,125	2,132
	Royal Dutch Shell Plc	739	Shares	49,979	51,161

GILSTER-MARY LEE CORPORATION EMPLOYEES' PROFIT-SHARING RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
EMPLOYER ID # 37-0951425
PLAN # 001
DECEMBER 31, 2012

(a)	(b) Identity of Issue	Type	(c) Description of Investment	(d) Cost	(e) Current Value
	Select Sector SPDR-Finance		20,000 Shares	315,869	337,200
	Silicon Graphics Inc		697 Shares	-	21
	Sirius XM Radio Inc		80,000 Shares	205,630	241,600
	Morgan Stanley - Clearbridge		1,000 Managed Fund	358,170	521,181
	Morgan Stanley - Natixis		1,000 Managed Fund	445,774	459,308
	Morgan Stanley - Miller Howard		1,000 Managed Fund	389,847	441,854
	Morgan Stanley - Royce Premier		1,000 Managed Fund	169,812	176,583
	Morgan Stanley - Thornburg		1,000 Managed Fund	341,689	368,820
	Morgan Stanley - Polen Capital		1,000 Managed Fund	337,992	355,430
	Morgan Stanley- Renaissance		1,000 Managed Fund	170,488	209,216
	Morgan Stanley- Winslow		1,000 Managed Fund	204,331	251,893
	Staples Inc		4,000 Shares	46,410	45,920
	Supervalu Inc		13,000 Shares	125,810	32,500
	Sysco Corporation		1,374 Shares	49,988	43,831
	TE Connectivity Ltd		1 Shares	-	38
	Teradata Corp		562 Shares	2,683	35,805
	Teva Pharmaceutical Ind		906 Shares	49,971	33,694
	Thomson Reuters Corp		931 Shares	28,284	27,427
	Time Warner		4,332 Shares	242,527	215,560
	Time Warner Cable		1,087 Shares	79,909	107,776
	Toronto Dominion Bank		235 Shares	8,605	19,834
	Travelers Companies Inc		132 Shares	5,193	9,618
	Tyco International		1 Shares	-	31
	United Technologies Corp		719 Shares	59,923	60,396
	US Airways Group Inc		30,000 Shares	263,845	419,400
	US Bancorp		1,887 Shares	65,008	62,214
	US Steel Bond		50,000 6.05% bond due 6/1/17	50,459	52,500
	Verizon Communications		40,000 Shares	1,346,468	1,770,800
	VF CORP		262 Shares	22,690	39,394
	Visteon		4 Shares	3,293	216
	Visteon Warrant		14 Shares	-	-
	Vodafone Airtouch ADS		3,750 Shares	102,097	96,188
	Wabash National Corp		5,000 Shares	52,220	48,650
	Weingarten Realty Investor		612 Shares	25,156	16,738
	Wells Fargo & Co		8,000 Shares	498,169	280,400
	Wendys Co		60,000 Shares	339,448	282,000
	Western Asst Emerging Mkt Fund		11,002 Shares	217,974	242,924
	Western Asst Global High Income Fund		15,177 Shares	226,603	210,353
	Windstream Corporation		4,931 Shares	54,783	43,393
	YRC Worldwide Inc		4 Shares	4,464	27
*	Alliance Bank		100,000 CD @ 0.75% due 5/10/13	100,000	100,000
	Bank of Missouri		107,134 CD @ 0.51% due 08/25/13	107,134	107,135
*	Buena Vista National Bank		576,491 CD @ 0.7% due 01/07/14	576,491	576,491
	First National Bank, Steeleville		100,000 CD @ 0.65% due 03/27/14	100,000	100,000
Cash					
	Money market accounts		N/A	577,940	577,940
	Broker cash accumulation accounts		N/A	954,969	954,969
				$ 50,447,354	$ 76,859,817

Gilster-Mary Lee Corporation Employees' Profit-Sharing Retirement Plan
Schedule H, line 4i - Schedule of Assets Both Acquired and Disposed of Within the Plan Year
Employer ID #37-0951425
Plan #001

(a) identity of issue, borrower, lessor or similar party	(b) Description of investment, including maturity date, rate of investment, collateral, par or maturity value		(c) Costs of Acquisitions	(d) Proceeds of Dispositions
B & G Foods	2,000	Shares	43,242	44,189
Brandywine Realty Trust	2,000	Shares	24,830	23,970
Bristol Myers Squibb Co	2,000	Shares	67,216	67,858
Bristol Myers Squibb Co	2,000	Shares	63,745	65,128
Caesars Entertainment	5,000	Shares	57,615	60,724
Caesars Entertainment	5,000	Shares	55,715	58,156
Century Link Inc	2,000	Shares	74,025	75,659
Century Link Inc	2,000	Shares	84,204	85,005
Century Link Inc	2,000	Shares	78,465	80,508
Century Link Inc	1,000	Shares	38,079	39,158
Century Link Inc	1,000	Shares	38,156	39,158
Cinemark Holdings Inc	5,000	Shares	95,482	97,042
Cinemark Holdings Inc	5,000	Shares	95,231	96,908
Cinemark Holdings Inc	2,000	Shares	39,828	42,180
Darden Restaurants Inc	2,000	Shares	92,947	93,905
Darden Restaurants Inc	2,000	Shares	102,262	105,420
Darden Restaurants Inc	2,000	Shares	104,910	105,837
Darden Restaurants Inc	2,000	Shares	103,797	103,814
Darden Restaurants Inc	2,000	Shares	104,049	104,415
Delta Airlines, Inc	5,000	Shares	48,359	50,589
Delta Airlines, Inc	5,000	Shares	45,780	47,935
Delta Airlines, Inc	5,000	Shares	44,309	46,039
Delta Airlines, Inc	5,000	Shares	45,409	47,339
Delta Airlines, Inc	10,000	Shares	99,510	104,488
Delta Airlines, Inc	10,000	Shares	97,810	99,688
Delta Airlines, Inc	10,000	Shares	102,310	104,288
Delta Airlines, Inc	10,000	Shares	102,505	106,188
Dr. Pepper Snapple Group	2,000	Shares	77,483	77,934
Emerson Electric Co	1,000	Shares	49,123	51,711
Ford Motor Company	5,000	Shares	46,257	47,193
Ford Motor Company	5,000	Shares	45,856	46,593
Ford Motor Company	5,000	Shares	46,006	47,993
Ford Motor Company	5,000	Shares	50,455	52,293
Freeport McMoran Cooper	2,000	Shares	70,219	72,176
Guess? Inc	2,000	Shares	57,222	58,848
Ipath S&P 500 VIX ETF	4,000	Shares	45,352	47,275
Isle of Capri Casinos Inc.	5,000	Shares	25,664	29,183
Isle of Capri Casinos Inc.	5,000	Shares	31,338	35,352
Johnson Controls Inc	2,000	Shares	62,541	65,143
Johnson Controls Inc	2,000	Shares	61,357	65,466
Johnson Controls Inc	2,000	Shares	61,638	59,944
Johnson Controls Inc	2,000	Shares	57,645	59,943
Johnson Controls Inc	3,000	Shares	80,651	84,481
Johnson Controls Inc	3,000	Shares	70,780	73,410
Johnson & Johnson	1,000	Shares	65,247	65,587

The Kroger Copmany	2,000	Shares	46,890	52,907
Leap Frog	10,000	Shares	65,417	68,591
Limited Brands Inc	2,000	Shares	84,224	84,798
Morgan Stanley	2,000	Shares	30,231	35,345
Morgan Stanley	2,000	Shares	30,191	35,671
Morgan Stanley	2,000	Shares	30,254	35,584
Navios Maritime Holdings	3,000	Shares	47,594	47,594
Navios Maritime Holdings	3,000	Shares	47,601	47,601
PACCAR Corp	2,000	Shares	88,848	91,942
Phillips 66	281	Shares	8,096	11,760
Republic Services Inc	2,000	Shares	59,706	61,399
Republic Services Inc	2,000	Shares	54,475	53,564
Republic Services Inc	2,000	Shares	51,240	52,051
Spirit Airlines Inc	5,000	Shares	95,947	98,391
Staples Inc	4,000	Shares	50,704	51,051
Staples Inc	4,000	Shares	50,423	52,805
Staples Inc	4,000	Shares	45,490	48,023
Staples Inc	2,000	Shares	22,317	24,011
Staples Inc	4,000	Shares	46,369	47,229
Staples Inc	2,000	Shares	22,861	23,614
US Airways Group Inc	5,000	Shares	42,681	45,312
US Airways Group Inc	5,000	Shares	42,622	45,391
US Airways Group Inc	5,000	Shares	42,985	45,391
US Airways Group Inc	5,000	Shares	35,498	37,783
US Airways Group Inc	5,000	Shares	37,855	40,583
US Airways Group Inc	5,000	Shares	50,665	58,454
US Airways Group Inc	5,000	Shares	51,259	53,039
US Airways Group Inc	5,000	Shares	50,444	53,541
Waste Management Inc	2,000	Shares	71,209	64,827
Waste Management Inc	2,000	Shares	63,644	64,826
Wendys Co	10,000	Shares	43,610	45,789
Wendys Co	10,000	Shares	46,108	47,089
				-
				-
				-
				-
				-
				-
Totals			4,512,082	4,662,069