

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 <u>STEIN, INC. EMPLOYEES 401K PROFIT SHARING PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1976</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1976</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1976</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STEIN, INC.</u> <u>1929 E ROYALTON RD</u> <u>BROADVIEW HEIGHTS, OH 44147-2809</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1118640</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>440-526-9301</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>212390</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1118640</u>	2c Sponsor's telephone number <u>440-526-9301</u>	2d Business code (see instructions) <u>212390</u>	
2b Employer Identification Number (EIN) <u>34-1118640</u>					
2c Sponsor's telephone number <u>440-526-9301</u>					
2d Business code (see instructions) <u>212390</u>					

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. Signature of plan administrator	07/19/2013 Date	DAVID W. HOLVEY Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	07/19/2013 Date	DAVID W. HOLVEY 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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 147
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	138
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	7
d Subtotal. Add lines 6a , 6b , and 6c	6d	145
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	145
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	145
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2J 2E 2G 2A 3H 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 STEIN, INC. EMPLOYEES 401K PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 STEIN, INC.	D Employer Identification Number (EIN) 34-1118640

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	039700	145	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	5303

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

UBS FINANCIAL SRVCS INS AGENCY INC
1000 HARBOR BLVD
7TH FLOOR
WEEHAWKEN, NJ 07086-6790

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5303	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	2655692
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	2611681
--	-----------	---------

c Additions: (1) Contributions deposited during the year	7c(1)	260047	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	49135	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	850760	

▶ **LOAN REPAYMENTS TRANSFERS IN**

(6) Total additions	7c(6)	1159942
---------------------------	--------------	---------

d Total of balance and additions (add lines 7b and 7c(6))	7d	3771623
---	-----------	---------

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	376696	
(2) Administration charge made by carrier	7e(2)	857	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	738378	

▶ **LOAN INITIATIONS TRANSFERS OUT & FORFEITURES DEBITS
MISCELLANEOUS OUT**

(5) Total deductions	7e(5)	1115931
----------------------------	--------------	---------

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	2655692
---	-----------	---------

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information 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.	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 STEIN, INC. EMPLOYEES 401K PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 STEIN, INC.	D Employer Identification Number (EIN) 34-1118640	

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
PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

UBS FINANCIAL SERVICES INC

13-2638166

(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	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	16254	Yes ☐ No ☒

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	4182	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0
(d) Enter name and EIN (address) of source of indirect compensation PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 55.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 8/31/2012 GUARANTEED INCOME FUND		
(a) Enter service provider name as it appears on line 2 PRUDENTIAL RETIREMENT INSURANCE AND (b) Service Codes (see instructions) 15 64 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 40.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 9/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND		
(a) Enter service provider name as it appears on line 2 THE PRUDENTIAL INSURANCE COMPANY OF (b) Service Codes (see instructions) 61 72 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation PRUDENTIAL INVESTMENTS, LLC 22-3468527 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN NAT RESOURCES A		

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 STEIN, INC. EMPLOYEES 401K PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 STEIN, INC.	D Employer Identification Number (EIN) 34-1118640	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	478117	305241
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	167929	197425
(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)	7296145	8614053
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2611681	2655692
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10553872	11772411

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10553872	11772411
---	-----------	----------	----------

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)	294559	
(B) Participants	2a(1)(B)	581741	
(C) Others (including rollovers)	2a(1)(C)	122166	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		998466
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	6632	
(F) Other	2b(1)(F)	49135	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		55767
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	167433	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		167433
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		785932
c Other income.....	2c		-4423
d Total income. Add all income amounts in column (b) and enter total.....	2d		2003175

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	780334	
(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)		780334
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4302	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4302
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		784636

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1218539
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) ☐ 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 ☐ No

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

(1) Name: THORNHILL FINANCIAL, INC.

(2) EIN: 34-1818419

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	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?		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?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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 <u>STEIN, INC. EMPLOYEES 401K PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STEIN, INC.</u>	D Employer Identification Number (EIN) <u>34-1118640</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011

Statement of Changes in Net Assets Available for Benefits for the Years Ended
December 31, 2012 and 2011

Notes to Financial Statements

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) - December 31, 2012

INDEPENDENT AUDITORS' REPORT

**To the Plan Administrator of the
Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust:**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, 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 accounting principles generally accepted in United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Strongsville, Ohio
July 16, 2013

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments:		
Participant-directed investments	\$ 11,269,745	\$ 9,907,826
Receivables:		
Employer contributions	305,241	478,117
Notes receivable from participants	197,425	167,929
	<u>502,666</u>	<u>646,046</u>
Net Assets Available for Benefits	<u><u>\$ 11,772,411</u></u>	<u><u>\$ 10,553,872</u></u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Additions		
Investment income (loss):		
Net investment gain (loss)	\$ 781,509	\$ (365,495)
Interest and dividends	223,200	196,536
	<u>1,004,709</u>	<u>(168,959)</u>
Contributions:		
Participant	581,741	539,931
Employer	294,559	478,117
Rollover	122,166	11,354
	<u>998,466</u>	<u>1,029,402</u>
 Total additions	 <u>2,003,175</u>	 <u>860,443</u>
Deductions		
Benefit payments	780,334	692,547
Administrative expenses	4,302	1,782
	<u>784,636</u>	<u>694,329</u>
 Total deductions	 <u>784,636</u>	 <u>694,329</u>
 Net increase	 1,218,539	 166,114
Net Assets Available for Benefits		
Beginning of Year	<u>10,553,872</u>	<u>10,387,758</u>
End of Year	<u>\$ 11,772,411</u>	<u>\$ 10,553,872</u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN TRUST
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following description of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust (the Plan) is provided for general information purposes. Participants should refer to the plan document for more complete information.

The Plan is a defined contribution plan covering all eligible employees of Stein, Inc., Stein Steel Mill Services, Inc. and KT Grant, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Stein, Inc. is the Plan Sponsor. The assets of the Plan are maintained, and transactions therein are executed, by Prudential Bank & Trust (Prudential), the Plan's trustee.

Participation

All employees, except leased employees, non-resident aliens and union employees are eligible to participate in the Plan on the first day of the month following the completion of six months of employment and the attainment of age 19. Effective November 1, 2012, employees will be automatically enrolled in the Plan at a deferral rate of 3% when they become eligible to participate in the Plan.

Participant Accounts and Contributions

Each participant's account is credited with the participant's contribution, the Company's safe harbor non-elective contribution, and net investment income earned on the account balances. Plan participants may contribute 1% to 80% of gross compensation up to the maximum amount allowed, which will not cause the Plan to violate any of its provisions or any limits imposed by the Internal Revenue Code (IRC). The Company will contribute a minimum of 3% of compensation each year, per safe harbor rules. During 2012 and 2011, the Company contributed 3% and 5%, respectively.

Rollover Contributions

Distributions from another qualified plan may be transferred into the Plan.

Investment Options

Participants may direct the manner in which their contributions are to be allocated among the investment options available under the Plan. The Company contributions are allocated based upon the participant investment elections.

Plan Expenses

All expenses of maintaining the plan are paid by the Company. The expenses reported on the financial statements are loan fees paid by the participants.

Vesting

Participants are immediately vested in their voluntary and employer safe harbor contributions plus actual earnings thereon. Vesting in other Company contributions and any earnings thereon occurs 100% after six years of service.

Forfeitures

Forfeitures are used to reduce Company matching contributions. Forfeitures of approximately \$16,000 and \$5,000 were used during the 2012 and 2011, respectively. Unallocated forfeitures were approximately \$16,000 and \$6,000 as of December 31, 2012 and 2011, respectively.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance. Loan terms range from 1 to 5 years or may exceed 5 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate set by Prudential at the time of issuance. The interest rates on loans outstanding at December 31, 2012 ranged from 4.25% to 6.25%.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefit Payments

Upon termination of service, a participant's vested balance is distributed in accordance with the provisions of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all amounts credited to participant accounts shall become fully vested.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Statements

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

Investments

Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year, or in such cases where only bid and ask prices are available on the last business day of the year, the mean between these prices is used for valuation purposes. The Plan presents in the statements of changes in net assets available for benefits the net investment gain which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are reflected on the trade dates. Gains and losses on sales of securities are based on the actual cost of securities. Dividend income is recorded on the ex-dividend date. Interest from other investments is recorded as earned.

As described in Accounting Standards Codification (ASC) 962, *Defined Contribution Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive contacts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Guaranteed Income Fund is a fully benefit-responsive investment contract. The concept of a value other than contract value does not apply to this insurance company general account even upon discontinuance. The product is not a traditional GIC and therefore there are no known cash flows that should be discounted. As a result, the fair value amount reported is equal to contract value.

Plan Benefits and Expenses

Benefits and expenses are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (US GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. INVESTMENTS

All Plan investments are participant-directed. The following table presents investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and/or 2011:

	<u>2012</u>	<u>2011</u>
Pimco Total Return Bond Fund	\$ 2,442,596	\$ 2,156,557
Guaranteed Income Fund	2,655,692	2,611,681
Alger Spectra Fund A	1,556,184	-
American Europacific Growth Fund R3	731,178	617,416
Capital World Growth & Income Fund R3	817,230	680,117
American Century Equity Income Fund	1,076,345	980,677
Blackrock Capital Appreciation R	-	867,413

The net investment gain (loss) during 2012 and 2011 reflects the gains and losses on investments bought and sold, as well as held during the year, and represents the net appreciation (depreciation) in the various mutual fund investments.

The trustee has certified to the completeness and accuracy of the amounts reported as investments, notes receivable from participants, net investment gain (loss) and interest and dividends on the Plan's financial statements and the accompanying supplemental schedule of assets held. Certain plan investments are units of funds managed by Prudential, the trustee, as defined by the plan, and therefore, these transactions qualify as party-in-interest transactions.

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 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 statements of net assets available for benefits.

4. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none"> • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

If the asset or liability has a specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- | | |
|---------|---|
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |
|---------|---|

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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.

Mutual Funds: Valued at the net asset values of shares held by the Plan at year end.

Guaranteed Income Fund: Value based on deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 8,614,053	\$ -	\$ -	\$ 8,614,053
Guaranteed Income Fund	-	-	2,655,692	2,655,692
Total assets at fair value	\$ 8,614,053	\$ -	\$ 2,655,692	\$ 11,269,745

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 7,296,145	\$ -	\$ -	\$ 7,296,145
Guaranteed Income Fund	-	-	2,611,681	2,611,681
Total assets at fair value	\$ 7,296,145	\$ -	\$ 2,611,681	\$ 9,907,826

The table below sets 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:

	Guaranteed Income Fund
Balance, December 31, 2010	\$ 2,470,013
Purchases	1,491,062
Sales	(1,349,394)
Balance, December 31, 2011	2,611,681
Purchases	1,159,942
Sales	(1,115,931)
Balance, December 31, 2012	\$ 2,655,692

5. INVESTMENT IN GUARANTEED INCOME FUND

The Plan invests in a benefit responsive annuity contract with Prudential. Prudential bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during the guarantee period. In determining crediting rates, one of the factors considered is actual and expected portfolio performance.

The crediting interest rate is based on a formula agreed upon with the issuer and based upon the characteristics of the underlying assets. Such interest rates are reviewed usually on a semi-annual basis for resetting, with a minimum crediting rate of 1.5%. The contract's crediting interest rate and average yield was 1.90% and 2.15% at December 31, 2012 and 2011.

6. INCOME TAX STATUS

On June 3, 2004, the Internal Revenue Service (IRS) stated that the prototype adopted by the Plan, as then designed, qualifies under 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; 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.

7. SUBSEQUENT EVENTS

Plan management evaluated subsequent events through July 16, 2013, the date which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
EMPLOYER IDENTIFICATION NUMBER 34-1118640
PLAN NUMBER 001
SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Identity of Issuer and Description of Investment	Current Value
Prudential Bank & Trust, FSB	
Invesco Growth & Income Fund A	\$ 242,763
Pimco Total Return Bond Fund	2,442,596
Legg Mason Small Cap Growth A	13,428
* Guaranteed Income Fund	2,655,692
Goldman Sachs Small Cap Value Fund A	320,077
Prudential Stock Index Fund Z	12,531
Capital World Growth & Income Fund R3	817,230
American Balanced Fund R3	39,133
American Europacific Growth Fund R3	731,178
Alger Spectra Fund A	1,556,184
Eaton Vance Atlanta Capital SMID-Cap Fund A	301,474
Pioneer Strategy Income Fund A	377
American Century Equity Income Fund	1,076,345
Nuveen Mid Cap Index Fund	139,079
Invesco Global Real Estate Income A	59,472
JP Morgan High Yield Bond	301,006
Thornburg International Value R3	237,448
American Century Mid Cap Value R	189,172
Eaton Vance Floating-Rate A	3,436
Templeton Global Bond R	3,569
Oppenhiemer Developing Markets A	104,985
Prudential Jenn Natural Resources	10,836
MFS Utilities R2	11,734
* Participant loans (4.25% - 6.25% Interest Rate)	197,425
Total investments	<u>\$ 11,467,170</u>

* Denotes party-in-interest.

**STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011

Statement of Changes in Net Assets Available for Benefits for the Years Ended
December 31, 2012 and 2011

Notes to Financial Statements

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) - December 31, 2012

INDEPENDENT AUDITORS' REPORT

**To the Plan Administrator of the
Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust:**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, 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 accounting principles generally accepted in United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Strongsville, Ohio
July 16, 2013

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments:		
Participant-directed investments	\$ 11,269,745	\$ 9,907,826
Receivables:		
Employer contributions	305,241	478,117
Notes receivable from participants	197,425	167,929
	<u>502,666</u>	<u>646,046</u>
Net Assets Available for Benefits	<u><u>\$ 11,772,411</u></u>	<u><u>\$ 10,553,872</u></u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Additions		
Investment income (loss):		
Net investment gain (loss)	\$ 781,509	\$ (365,495)
Interest and dividends	223,200	196,536
	<u>1,004,709</u>	<u>(168,959)</u>
Contributions:		
Participant	581,741	539,931
Employer	294,559	478,117
Rollover	122,166	11,354
	<u>998,466</u>	<u>1,029,402</u>
 Total additions	 <u>2,003,175</u>	 <u>860,443</u>
Deductions		
Benefit payments	780,334	692,547
Administrative expenses	4,302	1,782
	<u>784,636</u>	<u>694,329</u>
 Total deductions	 <u>784,636</u>	 <u>694,329</u>
 Net increase	 1,218,539	 166,114
Net Assets Available for Benefits		
Beginning of Year	<u>10,553,872</u>	<u>10,387,758</u>
End of Year	<u>\$ 11,772,411</u>	<u>\$ 10,553,872</u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN TRUST
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following description of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust (the Plan) is provided for general information purposes. Participants should refer to the plan document for more complete information.

The Plan is a defined contribution plan covering all eligible employees of Stein, Inc., Stein Steel Mill Services, Inc. and KT Grant, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Stein, Inc. is the Plan Sponsor. The assets of the Plan are maintained, and transactions therein are executed, by Prudential Bank & Trust (Prudential), the Plan's trustee.

Participation

All employees, except leased employees, non-resident aliens and union employees are eligible to participate in the Plan on the first day of the month following the completion of six months of employment and the attainment of age 19. Effective November 1, 2012, employees will be automatically enrolled in the Plan at a deferral rate of 3% when they become eligible to participate in the Plan.

Participant Accounts and Contributions

Each participant's account is credited with the participant's contribution, the Company's safe harbor non-elective contribution, and net investment income earned on the account balances. Plan participants may contribute 1% to 80% of gross compensation up to the maximum amount allowed, which will not cause the Plan to violate any of its provisions or any limits imposed by the Internal Revenue Code (IRC). The Company will contribute a minimum of 3% of compensation each year, per safe harbor rules. During 2012 and 2011, the Company contributed 3% and 5%, respectively.

Rollover Contributions

Distributions from another qualified plan may be transferred into the Plan.

Investment Options

Participants may direct the manner in which their contributions are to be allocated among the investment options available under the Plan. The Company contributions are allocated based upon the participant investment elections.

Plan Expenses

All expenses of maintaining the plan are paid by the Company. The expenses reported on the financial statements are loan fees paid by the participants.

Vesting

Participants are immediately vested in their voluntary and employer safe harbor contributions plus actual earnings thereon. Vesting in other Company contributions and any earnings thereon occurs 100% after six years of service.

Forfeitures

Forfeitures are used to reduce Company matching contributions. Forfeitures of approximately \$16,000 and \$5,000 were used during the 2012 and 2011, respectively. Unallocated forfeitures were approximately \$16,000 and \$6,000 as of December 31, 2012 and 2011, respectively.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance. Loan terms range from 1 to 5 years or may exceed 5 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate set by Prudential at the time of issuance. The interest rates on loans outstanding at December 31, 2012 ranged from 4.25% to 6.25%.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefit Payments

Upon termination of service, a participant's vested balance is distributed in accordance with the provisions of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all amounts credited to participant accounts shall become fully vested.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Statements

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

Investments

Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year, or in such cases where only bid and ask prices are available on the last business day of the year, the mean between these prices is used for valuation purposes. The Plan presents in the statements of changes in net assets available for benefits the net investment gain which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are reflected on the trade dates. Gains and losses on sales of securities are based on the actual cost of securities. Dividend income is recorded on the ex-dividend date. Interest from other investments is recorded as earned.

As described in Accounting Standards Codification (ASC) 962, *Defined Contribution Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive contacts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Guaranteed Income Fund is a fully benefit-responsive investment contract. The concept of a value other than contract value does not apply to this insurance company general account even upon discontinuance. The product is not a traditional GIC and therefore there are no known cash flows that should be discounted. As a result, the fair value amount reported is equal to contract value.

Plan Benefits and Expenses

Benefits and expenses are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (US GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. INVESTMENTS

All Plan investments are participant-directed. The following table presents investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and/or 2011:

	<u>2012</u>	<u>2011</u>
Pimco Total Return Bond Fund	\$ 2,442,596	\$ 2,156,557
Guaranteed Income Fund	2,655,692	2,611,681
Alger Spectra Fund A	1,556,184	-
American Europacific Growth Fund R3	731,178	617,416
Capital World Growth & Income Fund R3	817,230	680,117
American Century Equity Income Fund	1,076,345	980,677
Blackrock Capital Appreciation R	-	867,413

The net investment gain (loss) during 2012 and 2011 reflects the gains and losses on investments bought and sold, as well as held during the year, and represents the net appreciation (depreciation) in the various mutual fund investments.

The trustee has certified to the completeness and accuracy of the amounts reported as investments, notes receivable from participants, net investment gain (loss) and interest and dividends on the Plan's financial statements and the accompanying supplemental schedule of assets held. Certain plan investments are units of funds managed by Prudential, the trustee, as defined by the plan, and therefore, these transactions qualify as party-in-interest transactions.

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 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 statements of net assets available for benefits.

4. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none"> • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

If the asset or liability has a specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- | | |
|---------|---|
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |
|---------|---|

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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.

Mutual Funds: Valued at the net asset values of shares held by the Plan at year end.

Guaranteed Income Fund: Value based on deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 8,614,053	\$ -	\$ -	\$ 8,614,053
Guaranteed Income Fund	-	-	2,655,692	2,655,692
Total assets at fair value	\$ 8,614,053	\$ -	\$ 2,655,692	\$ 11,269,745

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 7,296,145	\$ -	\$ -	\$ 7,296,145
Guaranteed Income Fund	-	-	2,611,681	2,611,681
Total assets at fair value	\$ 7,296,145	\$ -	\$ 2,611,681	\$ 9,907,826

The table below sets 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:

	Guaranteed Income Fund
Balance, December 31, 2010	\$ 2,470,013
Purchases	1,491,062
Sales	(1,349,394)
Balance, December 31, 2011	2,611,681
Purchases	1,159,942
Sales	(1,115,931)
Balance, December 31, 2012	\$ 2,655,692

5. INVESTMENT IN GUARANTEED INCOME FUND

The Plan invests in a benefit responsive annuity contract with Prudential. Prudential bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during the guarantee period. In determining crediting rates, one of the factors considered is actual and expected portfolio performance.

The crediting interest rate is based on a formula agreed upon with the issuer and based upon the characteristics of the underlying assets. Such interest rates are reviewed usually on a semi-annual basis for resetting, with a minimum crediting rate of 1.5%. The contract's crediting interest rate and average yield was 1.90% and 2.15% at December 31, 2012 and 2011.

6. INCOME TAX STATUS

On June 3, 2004, the Internal Revenue Service (IRS) stated that the prototype adopted by the Plan, as then designed, qualifies under 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; 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.

7. SUBSEQUENT EVENTS

Plan management evaluated subsequent events through July 16, 2013, the date which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
EMPLOYER IDENTIFICATION NUMBER 34-1118640
PLAN NUMBER 001
SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Identity of Issuer and Description of Investment	Current Value
Prudential Bank & Trust, FSB	
Invesco Growth & Income Fund A	\$ 242,763
Pimco Total Return Bond Fund	2,442,596
Legg Mason Small Cap Growth A	13,428
* Guaranteed Income Fund	2,655,692
Goldman Sachs Small Cap Value Fund A	320,077
Prudential Stock Index Fund Z	12,531
Capital World Growth & Income Fund R3	817,230
American Balanced Fund R3	39,133
American Europacific Growth Fund R3	731,178
Alger Spectra Fund A	1,556,184
Eaton Vance Atlanta Capital SMID-Cap Fund A	301,474
Pioneer Strategy Income Fund A	377
American Century Equity Income Fund	1,076,345
Nuveen Mid Cap Index Fund	139,079
Invesco Global Real Estate Income A	59,472
JP Morgan High Yield Bond	301,006
Thornburg International Value R3	237,448
American Century Mid Cap Value R	189,172
Eaton Vance Floating-Rate A	3,436
Templeton Global Bond R	3,569
Oppenhiemer Developing Markets A	104,985
Prudential Jenn Natural Resources	10,836
MFS Utilities R2	11,734
* Participant loans (4.25% - 6.25% Interest Rate)	197,425
Total investments	<u>\$ 11,467,170</u>

* Denotes party-in-interest.

**STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011

Statement of Changes in Net Assets Available for Benefits for the Years Ended
December 31, 2012 and 2011

Notes to Financial Statements

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) - December 31, 2012

INDEPENDENT AUDITORS' REPORT

**To the Plan Administrator of the
Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust:**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, 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 accounting principles generally accepted in United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Bank & Trust, FSB, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Strongsville, Ohio
July 16, 2013

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments:		
Participant-directed investments	\$ 11,269,745	\$ 9,907,826
Receivables:		
Employer contributions	305,241	478,117
Notes receivable from participants	197,425	167,929
	<u>502,666</u>	<u>646,046</u>
Net Assets Available for Benefits	<u><u>\$ 11,772,411</u></u>	<u><u>\$ 10,553,872</u></u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Additions		
Investment income (loss):		
Net investment gain (loss)	\$ 781,509	\$ (365,495)
Interest and dividends	223,200	196,536
	<u>1,004,709</u>	<u>(168,959)</u>
Contributions:		
Participant	581,741	539,931
Employer	294,559	478,117
Rollover	122,166	11,354
	<u>998,466</u>	<u>1,029,402</u>
 Total additions	 <u>2,003,175</u>	 <u>860,443</u>
Deductions		
Benefit payments	780,334	692,547
Administrative expenses	4,302	1,782
	<u>784,636</u>	<u>694,329</u>
 Total deductions	 <u>784,636</u>	 <u>694,329</u>
 Net increase	 1,218,539	 166,114
Net Assets Available for Benefits		
Beginning of Year	<u>10,553,872</u>	<u>10,387,758</u>
End of Year	<u>\$ 11,772,411</u>	<u>\$ 10,553,872</u>

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

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN TRUST
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following description of the Stein, Inc. Employees' 401(k) Profit Sharing Plan and Trust (the Plan) is provided for general information purposes. Participants should refer to the plan document for more complete information.

The Plan is a defined contribution plan covering all eligible employees of Stein, Inc., Stein Steel Mill Services, Inc. and KT Grant, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Stein, Inc. is the Plan Sponsor. The assets of the Plan are maintained, and transactions therein are executed, by Prudential Bank & Trust (Prudential), the Plan's trustee.

Participation

All employees, except leased employees, non-resident aliens and union employees are eligible to participate in the Plan on the first day of the month following the completion of six months of employment and the attainment of age 19. Effective November 1, 2012, employees will be automatically enrolled in the Plan at a deferral rate of 3% when they become eligible to participate in the Plan.

Participant Accounts and Contributions

Each participant's account is credited with the participant's contribution, the Company's safe harbor non-elective contribution, and net investment income earned on the account balances. Plan participants may contribute 1% to 80% of gross compensation up to the maximum amount allowed, which will not cause the Plan to violate any of its provisions or any limits imposed by the Internal Revenue Code (IRC). The Company will contribute a minimum of 3% of compensation each year, per safe harbor rules. During 2012 and 2011, the Company contributed 3% and 5%, respectively.

Rollover Contributions

Distributions from another qualified plan may be transferred into the Plan.

Investment Options

Participants may direct the manner in which their contributions are to be allocated among the investment options available under the Plan. The Company contributions are allocated based upon the participant investment elections.

Plan Expenses

All expenses of maintaining the plan are paid by the Company. The expenses reported on the financial statements are loan fees paid by the participants.

Vesting

Participants are immediately vested in their voluntary and employer safe harbor contributions plus actual earnings thereon. Vesting in other Company contributions and any earnings thereon occurs 100% after six years of service.

Forfeitures

Forfeitures are used to reduce Company matching contributions. Forfeitures of approximately \$16,000 and \$5,000 were used during the 2012 and 2011, respectively. Unallocated forfeitures were approximately \$16,000 and \$6,000 as of December 31, 2012 and 2011, respectively.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance. Loan terms range from 1 to 5 years or may exceed 5 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate set by Prudential at the time of issuance. The interest rates on loans outstanding at December 31, 2012 ranged from 4.25% to 6.25%.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefit Payments

Upon termination of service, a participant's vested balance is distributed in accordance with the provisions of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all amounts credited to participant accounts shall become fully vested.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Statements

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

Investments

Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year, or in such cases where only bid and ask prices are available on the last business day of the year, the mean between these prices is used for valuation purposes. The Plan presents in the statements of changes in net assets available for benefits the net investment gain which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are reflected on the trade dates. Gains and losses on sales of securities are based on the actual cost of securities. Dividend income is recorded on the ex-dividend date. Interest from other investments is recorded as earned.

As described in Accounting Standards Codification (ASC) 962, *Defined Contribution Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive contacts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Guaranteed Income Fund is a fully benefit-responsive investment contract. The concept of a value other than contract value does not apply to this insurance company general account even upon discontinuance. The product is not a traditional GIC and therefore there are no known cash flows that should be discounted. As a result, the fair value amount reported is equal to contract value.

Plan Benefits and Expenses

Benefits and expenses are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (US GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. INVESTMENTS

All Plan investments are participant-directed. The following table presents investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and/or 2011:

	2012	2011
Pimco Total Return Bond Fund	\$ 2,442,596	\$ 2,156,557
Guaranteed Income Fund	2,655,692	2,611,681
Alger Spectra Fund A	1,556,184	-
American Europacific Growth Fund R3	731,178	617,416
Capital World Growth & Income Fund R3	817,230	680,117
American Century Equity Income Fund	1,076,345	980,677
Blackrock Capital Appreciation R	-	867,413

The net investment gain (loss) during 2012 and 2011 reflects the gains and losses on investments bought and sold, as well as held during the year, and represents the net appreciation (depreciation) in the various mutual fund investments.

The trustee has certified to the completeness and accuracy of the amounts reported as investments, notes receivable from participants, net investment gain (loss) and interest and dividends on the Plan's financial statements and the accompanying supplemental schedule of assets held. Certain plan investments are units of funds managed by Prudential, the trustee, as defined by the plan, and therefore, these transactions qualify as party-in-interest transactions.

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 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 statements of net assets available for benefits.

4. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none"> • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

If the asset or liability has a specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- | | |
|---------|---|
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |
|---------|---|

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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.

Mutual Funds: Valued at the net asset values of shares held by the Plan at year end.

Guaranteed Income Fund: Value based on deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 8,614,053	\$ -	\$ -	\$ 8,614,053
Guaranteed Income Fund	-	-	2,655,692	2,655,692
Total assets at fair value	\$ 8,614,053	\$ -	\$ 2,655,692	\$ 11,269,745

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 7,296,145	\$ -	\$ -	\$ 7,296,145
Guaranteed Income Fund	-	-	2,611,681	2,611,681
Total assets at fair value	\$ 7,296,145	\$ -	\$ 2,611,681	\$ 9,907,826

The table below sets 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:

	Guaranteed Income Fund
Balance, December 31, 2010	\$ 2,470,013
Purchases	1,491,062
Sales	(1,349,394)
Balance, December 31, 2011	2,611,681
Purchases	1,159,942
Sales	(1,115,931)
Balance, December 31, 2012	\$ 2,655,692

5. INVESTMENT IN GUARANTEED INCOME FUND

The Plan invests in a benefit responsive annuity contract with Prudential. Prudential bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during the guarantee period. In determining crediting rates, one of the factors considered is actual and expected portfolio performance.

The crediting interest rate is based on a formula agreed upon with the issuer and based upon the characteristics of the underlying assets. Such interest rates are reviewed usually on a semi-annual basis for resetting, with a minimum crediting rate of 1.5%. The contract's crediting interest rate and average yield was 1.90% and 2.15% at December 31, 2012 and 2011.

6. INCOME TAX STATUS

On June 3, 2004, the Internal Revenue Service (IRS) stated that the prototype adopted by the Plan, as then designed, qualifies under 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; 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.

7. SUBSEQUENT EVENTS

Plan management evaluated subsequent events through July 16, 2013, the date which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

STEIN, INC.
EMPLOYEES' 401(k) PROFIT SHARING PLAN AND TRUST
EMPLOYER IDENTIFICATION NUMBER 34-1118640
PLAN NUMBER 001
SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Identity of Issuer and Description of Investment	Current Value
Prudential Bank & Trust, FSB	
Invesco Growth & Income Fund A	\$ 242,763
Pimco Total Return Bond Fund	2,442,596
Legg Mason Small Cap Growth A	13,428
* Guaranteed Income Fund	2,655,692
Goldman Sachs Small Cap Value Fund A	320,077
Prudential Stock Index Fund Z	12,531
Capital World Growth & Income Fund R3	817,230
American Balanced Fund R3	39,133
American Europacific Growth Fund R3	731,178
Alger Spectra Fund A	1,556,184
Eaton Vance Atlanta Capital SMID-Cap Fund A	301,474
Pioneer Strategy Income Fund A	377
American Century Equity Income Fund	1,076,345
Nuveen Mid Cap Index Fund	139,079
Invesco Global Real Estate Income A	59,472
JP Morgan High Yield Bond	301,006
Thornburg International Value R3	237,448
American Century Mid Cap Value R	189,172
Eaton Vance Floating-Rate A	3,436
Templeton Global Bond R	3,569
Oppenhiemer Developing Markets A	104,985
Prudential Jenn Natural Resources	10,836
MFS Utilities R2	11,734
* Participant loans (4.25% - 6.25% Interest Rate)	197,425
Total investments	<u>\$ 11,467,170</u>

* Denotes party-in-interest.