Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRINIDAD BENHAM CORP. QUALIFIED EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/1986

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

TRINIDAD BENHAM CORP.

P.O. BOX 378007
DENVER, CO 80237

3650 S. YOSEMITE, SUITE 300
DENVER, CO 80237

2b Employer Identification Number (EIN)
84-0338660

2c Sponsor's telephone number
303-220-1400

2d Business code (see instructions)
424400

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/16/2013	DIANE LOCKARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

TRINIDAD BENHAM CORP.

P.O. BOX 378007
DENVER, CO 80237

3b Administrator's EIN: 84-0338660

3c Administrator's telephone number: 303-220-1400

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**	757
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**	670
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	714
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	719
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	607
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:
2F 2G 2J 2K 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)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
TRINIDAD BENHAM CORP. QUALIFIED EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRINIDAD BENHAM CORP.

D Employer Identification Number (EIN)
84-0338660

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).. . . . . [X] 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

FID.INV.INST.OPS.CO.

04-2647786

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

GALLIARD CAPITAL MANAGEMENT

800 LASALLE AVENUE, SUITE 1100
MINNEAPOLIS, MN 55402-2054

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

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	28802	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

FROST, PLLC

71-0817652

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	12027	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER LARGE CAP EQ - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE LOW PR STK SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
TRINIDAD BENHAM CORP. QUALIFIED EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TRINIDAD BENHAM CORP.

D Employer Identification Number (EIN)
84-0338660

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-6751924-001	C	1710529

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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
TRINIDAD BENHAM CORP. QUALIFIED EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRINIDAD BENHAM CORP.

D Employer Identification Number (EIN)
84-0338660

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)	340124	402568
(2) Participant contributions	1b(2)	25046	27585
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	836074	847489
(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)	518980	593406
(9) Value of interest in common/collective trusts	1c(9)	1940597	1710529
(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)	11215218	13965537
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	14876039	17547114
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14876039	17547114

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)	402568	
(B) Participants	2a(1)(B)	1275558	
(C) Others (including rollovers)	2a(1)(C)	165994	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1844120
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	85	
(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)	28141	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28226
(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)	398346	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		398346
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-20880
(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)		1125089
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3374901
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	659610	
(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)		659610
f Corrective distributions (see instructions)	2f		3375
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)	40841	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		40841
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		703826
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2671075
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: FROST, PLLC **(2)** EIN: 71-0817652

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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
TRINIDAD BENHAM CORP. QUALIFIED EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
TRINIDAD BENHAM CORP.

D Employer Identification Number (EIN)
84-0338660

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

December 31, 2012 and 2011

Financial Statements
And
Supplemental Schedule

With

Independent Auditor's Report

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FROST, PLLC
Certified Public Accountants

Independent Auditor's Report

Management and Participants
Trinidad Benham Corp.
Qualified Employee Savings Plan
Denver, Colorado

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Trinidad Benham Corp. Qualified Employee Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because 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 Fidelity Management Trust Company, 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 December 31, 2012 and 2011 and for the year ended December 31, 2012 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 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 on page 15 as of December 31, 2012 is required by the Department of Labor's 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 this 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, is 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.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
July 11, 2013

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

Statement of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Investments, at fair value		
Money market fund	$ 847,489	$ 836,074
Mutual funds	13,965,537	11,215,218
Common collective trust fund	1,710,529	1,940,597
Total investments	16,523,555	13,991,889
Receivables		
Notes receivable from participants	593,406	518,980
Employer contribution	402,568	340,124
Participant contributions	27,585	25,046
Total receivables	1,023,559	884,150
Net assets available for benefits, at fair value	17,547,114	14,876,039
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust fund)	(48,823)	(47,884)
Net assets available for benefits	$ 17,498,291	$ 14,828,155

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

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions	
Interest and dividends	$ 426,572
Net change in fair value of mutual funds	1,103,270
Contributions	
Employer	402,568
Participant	1,275,558
Rollover	165,994
Total contributions	1,844,120
Total additions	3,373,962
Deductions	
Benefits paid to participants	662,985
Administrative expenses	40,841
Total deductions	703,826
Net increase in net assets available for benefits	2,670,136
Net assets available for benefits - beginning of year	14,828,155
Net assets available for benefits - end of year	$ 17,498,291

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

Notes to Financial Statements

December 31, 2012 and 2011

1. **Summary of Significant Plan Provisions**

The following description of the Trinidad Benham Corp. Qualified Employee Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreements for a more complete description of the Plan's provisions.

a. **General** – The Plan is a defined contribution plan for the benefit of employees of Trinidad Benham Corp. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

b. **Eligibility** – All employees, except union, seasonal, consulting and leased employees, are eligible to participate in the Plan with no waiting period. Entry dates are the first day of each calendar month.

c. **Contributions** – Participants may contribute to the Plan through payroll deductions and eligible rollover contributions. Participants can contribute from 1% to 60% of their eligible compensation. The Plan allows participants who are eligible to make deferrals and who have attained age 50 before the close of any given Plan year to make catch-up contributions in accordance with and subject to the limitations of Section 414(v) of the Internal Revenue Code ("IRC").

Effective January 4, 2012, each new participant entering the Plan shall automatically contribute 2% of eligible compensation unless the eligible employee affirmatively elects otherwise. Unless such affected participants affirmatively elects otherwise, automatic enrollment contributions will be made with respect to previously hired employees and rehired employees.

The Company matches contributions in an amount equal to 50% of a participant's contribution up to a maximum of 4% of his eligible compensation after they meet their one year anniversary. In order to be eligible for Company contributions, a participant must have worked at least 1,000 hours during the Plan year and been employed on the last day of the Plan year, unless termination is due to death, disability or retirement.

The IRC imposes restrictions on the maximum annual amount of contributions that may be made by a participant, as well as on the maximum annual additions that may be made to a participant's account.

d. **Participant accounts** – Each participant's account is credited with the participant's contributions, the Company's matching contribution, if applicable, and Plan earnings/losses. Each participant's account is charged with an allocation of administrative expenses. Allocations are based on participant contributions or account balances, as defined.

e. **Vesting** – At all times, each participant has fully vested rights to his own contributions, plus earnings/losses thereon. A participant shall be fully vested in contributions made by the Company, plus earnings/losses thereon, when the participant attains retirement age, becomes disabled or upon death. If a participant terminates employment other than because of retirement, disability or death, they are entitled to the vested portion of their account balance.

1. **Summary of Significant Plan Provisions (cont.)**

The Plan's vesting schedule is as follows:

Years of Service	Vested Percentage
Less than 3	0%
3 or more	100%

f. **Investment options** – The investment of all contributions made to the Plan is directed by the participants. Participants may change their investment selections at any time.

g. **Forfeitures** – Forfeitures arise from the portion of the participant's account to which they are not entitled upon termination. Forfeitures are used to offset the Company's matching contributions to the Plan and are allocated to participants' accounts in the same manner as the matching contributions they offset. The Company's matching contributions for the year ended December 31, 2012 were reduced due to forfeitures by approximately $3,300. There were no material forfeitures available for future use as of December 31, 2012.

h. **Notes receivable from participants** – Participants may borrow from their Plan accounts in amounts ranging from $1,000 to the lesser of $50,000 or 50% of their vested account balance. Note terms range from one to five years, or up to ten years for the purchase of a primary residence. The notes are secured by the participant's account. Notes bear interest at a rate based on the prevailing market interest rates. Principal and interest are paid through payroll deductions.

i. **Payment of benefits** – Participants or their beneficiaries, as applicable, are entitled to receive distribution of their account balance when they retire at age 65 or later, if they become permanently disabled, upon death or upon separation from service with the Company. Participants may elect upon termination of employment to defer payment of their account balance if it exceeds $5,000. If a participant's account balance is equal to or less than $1,000, the account will be automatically distributed in the form of a lump sum payment. Any distribution greater than $1,000 that is made to a participant without the participant's consent and before the participant's normal retirement age will be rolled over to an individual retirement plan designated by the Plan administrator. The Plan also allows for in-service withdrawals for participants meeting certain age or hardship requirements.

j. **Termination of the Plan** – Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

a. **Basis of accounting** – The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946-210-45, "Fully Benefit-Responsive Investment Contracts," 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 investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through its investment in common collective trust funds that are considered fully benefit-responsive. Contract value for the common collective trust funds is based on the contributions, withdrawals, administrative expenses and earnings of the trust. As required by FASB ASC 946-210-45, the statement of net assets available for benefits presents the fair value of the investment in the common collective trust funds, as well as the adjustment of the investment in the common collective trust funds from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis. Certain events limit the ability of the Plan to transact at contract value with the issuer. However, management of the Plan does not believe that such events are probable of occurring.

b. **Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

c. **Investment valuation and income recognition** – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend basis. Change in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

d. **Notes receivable from participants** – Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid, interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan documents.

e. **Payment of benefits** – Benefits are recorded when paid.

f. **Administrative expenses** – During the year ended December 31, 2012 certain administrative expenses of the Plan were voluntarily paid by the Company.

2. **Summary of Significant Accounting Policies (cont.)**

g. **Recent accounting pronouncements** – In May 2011, the FASB issued Accounting Standards Update ("ASU") 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." FASB ASU 2011-04 amends FASB ASC 820, "Fair Value Measurements and Disclosures," providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. generally accepted accounting principles and International Financial Reporting Standards. FASB ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the FASB ASC 820 disclosure requirements, particularly for Level 3 fair value measurements. The amendments in FASB ASU 2011-04 are to be applied prospectively. The amendments are effective for annual periods beginning after December 15, 2011. The adoption of FASB ASU 2011-04 did not have a material effect on the Plan's financial statements.

3. **Investments**

Plan management has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, and was not subjected to any audit procedures, except for comparing the information with the related information included in the financial statements and supplemental schedule:

a. Total investments as shown in the accompanying statement of net assets available for benefits of $16,523,555 and $13,991,889 as of December 31, 2012 and 2011, respectively.

b. Adjustment from fair value to contract value for interest in the common collective trust funds relating to fully benefit-responsive investment contracts in the accompanying statement of net assets available for benefits of ($48,823) and ($47,884) as of December 31, 2012 and 2011, respectively.

c. Interest and dividends as shown in the accompanying statement of changes in net assets available for benefits of $398,431, excluding $28,141 in interest from notes receivable from participants, for the year ended December 31, 2012.

d. Net change in fair value of mutual funds as shown in the accompanying statement of changes in net assets available for benefits of $1,103,270 for the year ended December 31, 2012.

e. All investment transactions that occurred during the years ended December 31, 2012 and 2011.

f. All the information included in the supplemental schedule, excluding participant loans.

3. **Investments (cont.)**

The following presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012:

Fidelity Investments -		
Balanced Fund	$ 3,233,004	
Diversified International Fund	1,327,898	
Low-Priced Stock Fund	1,488,980	
Spartan U.S. Equity Index Fund	2,183,792	
U.S. Bond Index Fund	1,417,041	
Morgan Stanley - Mid-Cap Growth Fund	1,403,184	
Wells Fargo - Stable Value Fund	1,661,706	*

*This amount represents contract value for this investment.

The following presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011:

Fidelity Investments -		
Balanced Fund	$ 2,712,409	
Diversified International Fund	1,030,583	
Low-Priced Stock Fund	1,102,562	
Managed Income Portfolio	1,823,902	*
Spartan U.S. Equity Index Fund	1,571,011	
U.S. Bond Index Fund	1,215,758	
U.S. Treasury Money Market Fund	836,074	
Morgan Stanley - Mid-Cap Growth Fund	1,279,584	

*This amount represents contract value for this investment.

The Plan provides for investment in various investment securities which, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Further, due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

4. **Fair Value Measurements**

FASB ASC 820 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 (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- 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 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.

The 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 or 2011:

Money market fund: Valued at the fair value of the underlying investments, which are valued based on quoted market prices at the end of the Plan year. The underlying investments' objective is to achieve a $1 per share value.

Mutual funds: Based on quoted market prices on the last business day of the Plan year.

Common collective trust funds: Valued based on the net asset value ("NAV") of units held by the Plan at year end, as calculated by the issuer. The NAV is calculated based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding.

4. **Fair Value Measurements (cont.)**

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.

	Level 1	Level 2	Level 3	Total
December 31, 2012				
Money market fund	$ -	$ 847,489	$ -	$ 847,489
Mutual funds				
Blended investments	5,879,021	-	-	5,879,021
Fixed income	1,417,041	-	-	1,417,041
International stock	1,327,898	-	-	1,327,898
Large-cap stock	2,183,792	-	-	2,183,792
Mid-cap stock	2,892,164	-	-	2,892,164
Small-cap stock	265,621	-	-	265,621
Common collective trust fund	-	1,710,529	-	1,710,529
	$ 13,965,537	$ 2,558,018	$ -	$ 16,523,555
December 31, 2011				
Money market fund	$ -	$ 836,074	$ -	$ 836,074
Mutual funds				
Blended investments	4,681,264	-	-	4,681,264
Fixed income	1,215,758	-	-	1,215,758
International stock	1,030,583	-	-	1,030,583
Large-cap stock	1,689,270	-	-	1,689,270
Mid-cap stock	2,382,146	-	-	2,382,146
Small-cap stock	216,197	-	-	216,197
Common collective trust funds	-	1,940,597	-	1,940,597
	$ 11,215,218	$ 2,776,671	$ -	$ 13,991,889

4. **Fair Value Measurements (cont.)**

The following table summarizes investments measured at fair value based on NAV per share.

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
December 31, 2012				
Common collective trust fund - *				
Wells Fargo - Stable Value Fund	$ 1,710,529	N/A	Daily	None
December 31, 2011				
Common collective trust funds - *				
Fidelity Investments - Managed Income Portfolio	$ 1,870,024	N/A	Daily	None
Wells Fargo - Stable Value Fund	70,573	N/A	Daily	None

*These categories include funds with an objective to deliver safety and stability by preserving principal and accumulating earnings. The stable value fund is primarily invested in security-backed contracts, guaranteed investment contracts, asset-backed securities and other short-term investments. The managed income portfolio had an objective of preserving capital and achieving a competitive level of income over time. It strove to maintain a $1 per unit price. Both funds are redeemable daily at NAV. At December 31, 2012, this class of investments included approximately 72% asset-backed securities, 26% short-term obligations and 2% guaranteed investment contracts. At December 31, 2011, these classes of investments included approximately 53% U.S. government and government agency obligations, 23% nonconvertible bonds, 12% U.S. government agency-mortgage securities, 9% asset-backed securities and 3% short-term obligations.

5. **Tax Status**

The Plan has adopted a volume submitter plan document. This document received an opinion letter dated March 31, 2008 in which the Internal Revenue Service ("IRS") stated that the document was in compliance with the applicable requirements of the IRC. As allowed by the IRS, the Plan is relying on the opinion letter issued on the volume submitter plan document for its own qualification. The volume submitter plan document has been amended since receiving the opinion letter. However, Plan management believes the Plan is currently designed and 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.

5. **Tax Status (cont.)**

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that, more likely than not, would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, 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 taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

6. **Party-in-Interest Transactions**

The Plan had $13,114,221 and $12,307,276 invested in Fidelity Investments as of December 31, 2012 and 2011, respectively. Fidelity is the trustee and third party administrator of the Plan. During the year ended December 31, 2012, the Plan paid $40,841 in fees for these services. Inasmuch as Fidelity serves as trustee and third party administrator of the Plan's assets, Fidelity is by definition a party-in-interest and, as a result, all investments and investment transactions with Fidelity Investments were with a party-in-interest. The Plan also holds notes receivable from participants. As a result, these notes receivable and all related transactions were with parties-in-interest. All of these transactions are exempt from being prohibited transactions under ERISA.

7. **Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits from the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 17,498,291	$ 14,828,155
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(48,823)	(47,884)
Net assets available for benefits per the Form 5500	$ 17,547,114	$ 14,876,039

7. **Reconciliation of Financial Statements to Form 5500 (cont.)**

The following is a reconciliation of total additions from the financial statements to the Form 5500 for the year ended December 31, 2012:

Total additions per the financial statements	$ 3,373,962
Plus: Prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(47,884)
Less: Current year adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(48,823)
Total additions per the Form 5500	$ 3,374,901

8. **Subsequent Events Evaluation Date**

Management of the Plan evaluated the events and transactions subsequent to its December 31, 2012 financial statement date and determined there were no subsequent events necessary for disclosure through July 11, 2013, which is the financial statement issuance date.

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN
PLAN NUMBER 004
EMPLOYER IDENTIFICATION NUMBER 84-0338660

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Investments		
	Money market fund		
*	Fidelity Investments	U.S. Treasury Money Market Fund	$ 847,489
	Mutual funds		
*	Fidelity Investments	Balanced Fund	3,233,044
*	Fidelity Investments	Diversified International Fund	1,327,898
*	Fidelity Investments	Freedom 2000	38,673
*	Fidelity Investments	Freedom 2005	37,316
*	Fidelity Investments	Freedom 2010	522,833
*	Fidelity Investments	Freedom 2015	340,389
*	Fidelity Investments	Freedom 2020	397,983
*	Fidelity Investments	Freedom 2025	189,230
*	Fidelity Investments	Freedom 2030	503,925
*	Fidelity Investments	Freedom 2035	195,791
*	Fidelity Investments	Freedom 2040	145,926
*	Fidelity Investments	Freedom 2045	160,712
*	Fidelity Investments	Freedom 2050	92,658
*	Fidelity Investments	Freedom 2055	4,201
*	Fidelity Investments	Freedom Income Fund	16,340
*	Fidelity Investments	Low-Priced Stock Fund	1,488,980
*	Fidelity Investments	Spartan U.S. Equity Index Fund	2,183,792
*	Fidelity Investments	U.S. Bond Index Fund	1,417,041
	Morgan Stanley	Mid-Cap Growth Fund	1,403,184
	Royce	Low-Priced Stock Fund	265,621
	Total mutual funds		13,965,537
	Common collective trust fund		
	Wells Fargo	Stable Value Fund	1,710,529
*	Participant loans	Participant loans with interest ranging from 5.25% to 10.25%; various maturity dates	593,406
	Total investments		$ 17,116,961

* - Party-in-interest

Column (d) is not applicable for participant directed investments.

See independent auditor's report.

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

December 31, 2012 and 2011

Financial Statements
And
Supplemental Schedule

With

Independent Auditor's Report

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FROST, PLLC
Certified Public Accountants

Independent Auditor's Report

Management and Participants
Trinidad Benham Corp.
Qualified Employee Savings Plan
Denver, Colorado

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Trinidad Benham Corp. Qualified Employee Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because 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 Fidelity Management Trust Company, 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 December 31, 2012 and 2011 and for the year ended December 31, 2012 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 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 on page 15 as of December 31, 2012 is required by the Department of Labor's 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 this 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, is 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.

Frost, PLLC

Certified Public Accountants

Little Rock, Arkansas
July 11, 2013

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

Statement of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Investments, at fair value		
Money market fund	$ 847,489	$ 836,074
Mutual funds	13,965,537	11,215,218
Common collective trust fund	1,710,529	1,940,597
Total investments	16,523,555	13,991,889
Receivables		
Notes receivable from participants	593,406	518,980
Employer contribution	402,568	340,124
Participant contributions	27,585	25,046
Total receivables	1,023,559	884,150
Net assets available for benefits, at fair value	17,547,114	14,876,039
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust fund)	(48,823)	(47,884)
Net assets available for benefits	$ 17,498,291	$ 14,828,155

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

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions	
Interest and dividends	$ 426,572
Net change in fair value of mutual funds	1,103,270
Contributions	
Employer	402,568
Participant	1,275,558
Rollover	165,994
Total contributions	1,844,120
Total additions	3,373,962
Deductions	
Benefits paid to participants	662,985
Administrative expenses	40,841
Total deductions	703,826
Net increase in net assets available for benefits	2,670,136
Net assets available for benefits - beginning of year	14,828,155
Net assets available for benefits - end of year	$ 17,498,291

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

Notes to Financial Statements

December 31, 2012 and 2011

1. **Summary of Significant Plan Provisions**

The following description of the Trinidad Benham Corp. Qualified Employee Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreements for a more complete description of the Plan's provisions.

a. **General** – The Plan is a defined contribution plan for the benefit of employees of Trinidad Benham Corp. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

b. **Eligibility** – All employees, except union, seasonal, consulting and leased employees, are eligible to participate in the Plan with no waiting period. Entry dates are the first day of each calendar month.

c. **Contributions** – Participants may contribute to the Plan through payroll deductions and eligible rollover contributions. Participants can contribute from 1% to 60% of their eligible compensation. The Plan allows participants who are eligible to make deferrals and who have attained age 50 before the close of any given Plan year to make catch-up contributions in accordance with and subject to the limitations of Section 414(v) of the Internal Revenue Code ("IRC").

Effective January 4, 2012, each new participant entering the Plan shall automatically contribute 2% of eligible compensation unless the eligible employee affirmatively elects otherwise. Unless such affected participants affirmatively elects otherwise, automatic enrollment contributions will be made with respect to previously hired employees and rehired employees.

The Company matches contributions in an amount equal to 50% of a participant's contribution up to a maximum of 4% of his eligible compensation after they meet their one year anniversary. In order to be eligible for Company contributions, a participant must have worked at least 1,000 hours during the Plan year and been employed on the last day of the Plan year, unless termination is due to death, disability or retirement.

The IRC imposes restrictions on the maximum annual amount of contributions that may be made by a participant, as well as on the maximum annual additions that may be made to a participant's account.

d. **Participant accounts** – Each participant's account is credited with the participant's contributions, the Company's matching contribution, if applicable, and Plan earnings/losses. Each participant's account is charged with an allocation of administrative expenses. Allocations are based on participant contributions or account balances, as defined.

e. **Vesting** – At all times, each participant has fully vested rights to his own contributions, plus earnings/losses thereon. A participant shall be fully vested in contributions made by the Company, plus earnings/losses thereon, when the participant attains retirement age, becomes disabled or upon death. If a participant terminates employment other than because of retirement, disability or death, they are entitled to the vested portion of their account balance.

1. **Summary of Significant Plan Provisions (cont.)**

The Plan's vesting schedule is as follows:

Years of Service	Vested Percentage
Less than 3	0%
3 or more	100%

f. **Investment options** – The investment of all contributions made to the Plan is directed by the participants. Participants may change their investment selections at any time.

g. **Forfeitures** – Forfeitures arise from the portion of the participant's account to which they are not entitled upon termination. Forfeitures are used to offset the Company's matching contributions to the Plan and are allocated to participants' accounts in the same manner as the matching contributions they offset. The Company's matching contributions for the year ended December 31, 2012 were reduced due to forfeitures by approximately $3,300. There were no material forfeitures available for future use as of December 31, 2012.

h. **Notes receivable from participants** – Participants may borrow from their Plan accounts in amounts ranging from $1,000 to the lesser of $50,000 or 50% of their vested account balance. Note terms range from one to five years, or up to ten years for the purchase of a primary residence. The notes are secured by the participant's account. Notes bear interest at a rate based on the prevailing market interest rates. Principal and interest are paid through payroll deductions.

i. **Payment of benefits** – Participants or their beneficiaries, as applicable, are entitled to receive distribution of their account balance when they retire at age 65 or later, if they become permanently disabled, upon death or upon separation from service with the Company. Participants may elect upon termination of employment to defer payment of their account balance if it exceeds $5,000. If a participant's account balance is equal to or less than $1,000, the account will be automatically distributed in the form of a lump sum payment. Any distribution greater than $1,000 that is made to a participant without the participant's consent and before the participant's normal retirement age will be rolled over to an individual retirement plan designated by the Plan administrator. The Plan also allows for in-service withdrawals for participants meeting certain age or hardship requirements.

j. **Termination of the Plan** – Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

a. **Basis of accounting** – The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946-210-45, "Fully Benefit-Responsive Investment Contracts," 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 investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through its investment in common collective trust funds that are considered fully benefit-responsive. Contract value for the common collective trust funds is based on the contributions, withdrawals, administrative expenses and earnings of the trust. As required by FASB ASC 946-210-45, the statement of net assets available for benefits presents the fair value of the investment in the common collective trust funds, as well as the adjustment of the investment in the common collective trust funds from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis. Certain events limit the ability of the Plan to transact at contract value with the issuer. However, management of the Plan does not believe that such events are probable of occurring.

b. **Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

c. **Investment valuation and income recognition** – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend basis. Change in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

d. **Notes receivable from participants** – Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid, interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan documents.

e. **Payment of benefits** – Benefits are recorded when paid.

f. **Administrative expenses** – During the year ended December 31, 2012 certain administrative expenses of the Plan were voluntarily paid by the Company.

2. **Summary of Significant Accounting Policies (cont.)**

g. **Recent accounting pronouncements** – In May 2011, the FASB issued Accounting Standards Update ("ASU") 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." FASB ASU 2011-04 amends FASB ASC 820, "Fair Value Measurements and Disclosures," providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. generally accepted accounting principles and International Financial Reporting Standards. FASB ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the FASB ASC 820 disclosure requirements, particularly for Level 3 fair value measurements. The amendments in FASB ASU 2011-04 are to be applied prospectively. The amendments are effective for annual periods beginning after December 15, 2011. The adoption of FASB ASU 2011-04 did not have a material effect on the Plan's financial statements.

3. **Investments**

Plan management has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, and was not subjected to any audit procedures, except for comparing the information with the related information included in the financial statements and supplemental schedule:

a. Total investments as shown in the accompanying statement of net assets available for benefits of $16,523,555 and $13,991,889 as of December 31, 2012 and 2011, respectively.

b. Adjustment from fair value to contract value for interest in the common collective trust funds relating to fully benefit-responsive investment contracts in the accompanying statement of net assets available for benefits of ($48,823) and ($47,884) as of December 31, 2012 and 2011, respectively.

c. Interest and dividends as shown in the accompanying statement of changes in net assets available for benefits of $398,431, excluding $28,141 in interest from notes receivable from participants, for the year ended December 31, 2012.

d. Net change in fair value of mutual funds as shown in the accompanying statement of changes in net assets available for benefits of $1,103,270 for the year ended December 31, 2012.

e. All investment transactions that occurred during the years ended December 31, 2012 and 2011.

f. All the information included in the supplemental schedule, excluding participant loans.

3. **Investments (cont.)**

The following presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012:

Fidelity Investments -		
Balanced Fund	$ 3,233,004	
Diversified International Fund	1,327,898	
Low-Priced Stock Fund	1,488,980	
Spartan U.S. Equity Index Fund	2,183,792	
U.S. Bond Index Fund	1,417,041	
Morgan Stanley - Mid-Cap Growth Fund	1,403,184	
Wells Fargo - Stable Value Fund	1,661,706	*

*This amount represents contract value for this investment.

The following presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011:

Fidelity Investments -		
Balanced Fund	$ 2,712,409	
Diversified International Fund	1,030,583	
Low-Priced Stock Fund	1,102,562	
Managed Income Portfolio	1,823,902	*
Spartan U.S. Equity Index Fund	1,571,011	
U.S. Bond Index Fund	1,215,758	
U.S. Treasury Money Market Fund	836,074	
Morgan Stanley - Mid-Cap Growth Fund	1,279,584	

*This amount represents contract value for this investment.

The Plan provides for investment in various investment securities which, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Further, due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

4. **Fair Value Measurements**

FASB ASC 820 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 (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- 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 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.

The 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 or 2011:

Money market fund: Valued at the fair value of the underlying investments, which are valued based on quoted market prices at the end of the Plan year. The underlying investments' objective is to achieve a $1 per share value.

Mutual funds: Based on quoted market prices on the last business day of the Plan year.

Common collective trust funds: Valued based on the net asset value ("NAV") of units held by the Plan at year end, as calculated by the issuer. The NAV is calculated based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding.

4. **Fair Value Measurements (cont.)**

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.

	Level 1	Level 2	Level 3	Total
December 31, 2012				
Money market fund	$ -	$ 847,489	$ -	$ 847,489
Mutual funds				
Blended investments	5,879,021	-	-	5,879,021
Fixed income	1,417,041	-	-	1,417,041
International stock	1,327,898	-	-	1,327,898
Large-cap stock	2,183,792	-	-	2,183,792
Mid-cap stock	2,892,164	-	-	2,892,164
Small-cap stock	265,621	-	-	265,621
Common collective trust fund	-	1,710,529	-	1,710,529
	$ 13,965,537	$ 2,558,018	$ -	$ 16,523,555
December 31, 2011				
Money market fund	$ -	$ 836,074	$ -	$ 836,074
Mutual funds				
Blended investments	4,681,264	-	-	4,681,264
Fixed income	1,215,758	-	-	1,215,758
International stock	1,030,583	-	-	1,030,583
Large-cap stock	1,689,270	-	-	1,689,270
Mid-cap stock	2,382,146	-	-	2,382,146
Small-cap stock	216,197	-	-	216,197
Common collective trust funds	-	1,940,597	-	1,940,597
	$ 11,215,218	$ 2,776,671	$ -	$ 13,991,889

4. **Fair Value Measurements (cont.)**

The following table summarizes investments measured at fair value based on NAV per share.

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
December 31, 2012				
Common collective trust fund - *				
Wells Fargo - Stable Value Fund	$ 1,710,529	N/A	Daily	None
December 31, 2011				
Common collective trust funds - *				
Fidelity Investments - Managed Income Portfolio	$ 1,870,024	N/A	Daily	None
Wells Fargo - Stable Value Fund	70,573	N/A	Daily	None

*These categories include funds with an objective to deliver safety and stability by preserving principal and accumulating earnings. The stable value fund is primarily invested in security-backed contracts, guaranteed investment contracts, asset-backed securities and other short-term investments. The managed income portfolio had an objective of preserving capital and achieving a competitive level of income over time. It strove to maintain a $1 per unit price. Both funds are redeemable daily at NAV. At December 31, 2012, this class of investments included approximately 72% asset-backed securities, 26% short-term obligations and 2% guaranteed investment contracts. At December 31, 2011, these classes of investments included approximately 53% U.S. government and government agency obligations, 23% nonconvertible bonds, 12% U.S. government agency-mortgage securities, 9% asset-backed securities and 3% short-term obligations.

5. **Tax Status**

The Plan has adopted a volume submitter plan document. This document received an opinion letter dated March 31, 2008 in which the Internal Revenue Service ("IRS") stated that the document was in compliance with the applicable requirements of the IRC. As allowed by the IRS, the Plan is relying on the opinion letter issued on the volume submitter plan document for its own qualification. The volume submitter plan document has been amended since receiving the opinion letter. However, Plan management believes the Plan is currently designed and 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.

5. **Tax Status (cont.)**

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that, more likely than not, would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, 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 taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

6. **Party-in-Interest Transactions**

The Plan had $13,114,221 and $12,307,276 invested in Fidelity Investments as of December 31, 2012 and 2011, respectively. Fidelity is the trustee and third party administrator of the Plan. During the year ended December 31, 2012, the Plan paid $40,841 in fees for these services. Inasmuch as Fidelity serves as trustee and third party administrator of the Plan's assets, Fidelity is by definition a party-in-interest and, as a result, all investments and investment transactions with Fidelity Investments were with a party-in-interest. The Plan also holds notes receivable from participants. As a result, these notes receivable and all related transactions were with parties-in-interest. All of these transactions are exempt from being prohibited transactions under ERISA.

7. **Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits from the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 17,498,291	$ 14,828,155
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(48,823)	(47,884)
Net assets available for benefits per the Form 5500	$ 17,547,114	$ 14,876,039

7. **Reconciliation of Financial Statements to Form 5500 (cont.)**

The following is a reconciliation of total additions from the financial statements to the Form 5500 for the year ended December 31, 2012:

Total additions per the financial statements	$ 3,373,962
Plus: Prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(47,884)
Less: Current year adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trust funds)	(48,823)
Total additions per the Form 5500	$ 3,374,901

8. **Subsequent Events Evaluation Date**

Management of the Plan evaluated the events and transactions subsequent to its December 31, 2012 financial statement date and determined there were no subsequent events necessary for disclosure through July 11, 2013, which is the financial statement issuance date.

TRINIDAD BENHAM CORP.
QUALIFIED EMPLOYEE SAVINGS PLAN
PLAN NUMBER 004
EMPLOYER IDENTIFICATION NUMBER 84-0338660

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Investments		
	Money market fund		
*	Fidelity Investments	U.S. Treasury Money Market Fund	$ 847,489
	Mutual funds		
*	Fidelity Investments	Balanced Fund	3,233,044
*	Fidelity Investments	Diversified International Fund	1,327,898
*	Fidelity Investments	Freedom 2000	38,673
*	Fidelity Investments	Freedom 2005	37,316
*	Fidelity Investments	Freedom 2010	522,833
*	Fidelity Investments	Freedom 2015	340,389
*	Fidelity Investments	Freedom 2020	397,983
*	Fidelity Investments	Freedom 2025	189,230
*	Fidelity Investments	Freedom 2030	503,925
*	Fidelity Investments	Freedom 2035	195,791
*	Fidelity Investments	Freedom 2040	145,926
*	Fidelity Investments	Freedom 2045	160,712
*	Fidelity Investments	Freedom 2050	92,658
*	Fidelity Investments	Freedom 2055	4,201
*	Fidelity Investments	Freedom Income Fund	16,340
*	Fidelity Investments	Low-Priced Stock Fund	1,488,980
*	Fidelity Investments	Spartan U.S. Equity Index Fund	2,183,792
*	Fidelity Investments	U.S. Bond Index Fund	1,417,041
	Morgan Stanley	Mid-Cap Growth Fund	1,403,184
	Royce	Low-Priced Stock Fund	265,621
	Total mutual funds		13,965,537
	Common collective trust fund		
	Wells Fargo	Stable Value Fund	1,710,529
*	Participant loans	Participant loans with interest ranging from 5.25% to 10.25%; various maturity dates	593,406
	Total investments		$ 17,116,961

* - Party-in-interest

Column (d) is not applicable for participant directed investments.

See independent auditor's report.