# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1992

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

SANTA CRUZ SEASIDE COMPANY

400 BEACH STREET
SANTA CRUZ, CA 95060

**2b** Employer Identification Number (EIN)
94-0841990

**2c** Sponsor's telephone number
831-460-3365

**2d** Business code (see instructions)
713100

**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. | 07/26/2013 | KATHRYN L. DEAGEN |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 07/26/2013 | KATHRYN L. DEAGEN |
| | **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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 413 |
| **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** | 310 |
| **b** | Retired or separated participants receiving benefits | **6b** | 103 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 413 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 413 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 397 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANTA CRUZ SEASIDE COMPANY

**D** Employer Identification Number (EIN)
94-0841990

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

**1** Coverage Information:

**(a)** Name of insurance carrier

GREAT WEST LIFE & ANNUITY INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 84-0467907 | 68322 | 332028-01 | 15 | 01/01/2012 | 12/31/2012 |

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

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 2933 | 0 |

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

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

GEOFFREY METTLER

LPL FINANCIAL LLC
2552 STANWELL DRIVE
CONCORD, CA 94520

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| 2933 | | | 3 |

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 1529996 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 0 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 1898810 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 60993 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 22512 | | |
| | (4) Transferred from separate account | 7c(4) | 89592 | | |
| | (5) Other (specify below) | 7c(5) | 18993 | | |
| | ▶ LOAN REPAYMENTS, FORFEITURES | | | | |
| | (6) Total additions | | | 7c(6) | 192090 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 2090900 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 174454 | | |
| | (2) Administration charge made by carrier | 7e(2) | -1512 | | |
| | (3) Transferred to separate account | 7e(3) | 387962 | | |
| | (4) Other (specify below) | 7e(4) | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 560904 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 1529996 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANTA CRUZ SEASIDE COMPANY

**D** Employer Identification Number (EIN)
94-0841990

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

LPL FINANCIAL LLC

9785 TOWNE CTR DR
SAN DIEGO, CA 92121

| (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? |
|---|---|---|---|---|---|---|
| 55 | BROKER/ADVISO MANAGER | | Yes [X] No [ ] | Yes [ ] No [X] | 31952 | Yes [ ] No [X] |

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

SILICON VALLEY ACCOUNTANCY CORPORAT

3150 ALMADEN EXPRESSWAY, SUITE 105
SAN JOSE, CA 95118

| (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 | AUDITOR | 8720 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

VERISIGHT, INC.

35 IRON POINT CIRCLE, SUITE 100
FOLSOM, CA 95630

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 | THIRD PARTY ADMINISTRATO | 8790 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] 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 |
|---|---|---|
| LPL FINANCIAL LLC | 55 | 31952 |

| **(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. |
|---|---|
| GREAT-WEST LIFE & ANNUITY INS CO 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111 | |

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANTA CRUZ SEASIDE COMPANY

**D** Employer Identification Number (EIN)
94-0841990

## 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) | 386849 | 439393 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 563794 | 542937 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 14739004 | 16667697 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 1898810 | 1529996 |
| **(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 | 17588457 | 19180023 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | 278 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | | 278 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 17588457 | 19179745 |

## 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) | 575490 | |
| **(B)** Participants | 2a(1)(B) | 695234 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1270724 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 27974 | |
| **(F)** Other | 2b(1)(F) | 22512 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 50486 |
| **(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) | 585100 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 585100 |
| **(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) | | |
| (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) | | 1412765 |
| c Other income | 2c | | 2293 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3321368 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1683544 | |
| (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) | | 1683544 |
| f Corrective distributions (see instructions) | 2f | | 27468 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 8720 | |
| (2) Contract administrator fees | 2i(2) | 10310 | |
| (3) Investment advisory and management fees | 2i(3) | 38 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 19068 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1730080 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1591288 |
| 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: SILICON VALLEY ACCOUNTANCY CORPORAT **(2)** EIN: 77-0573994

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |

## 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
SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
SANTA CRUZ SEASIDE COMPANY

**D** Employer Identification Number (EIN)
94-0841990

## 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**

**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): 84-0467907

**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):

***SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN***

Financial Statements and Supplemental Schedule

*December 31, 2012 and 2011 and for the year ended December 31, 2012 with Independent Auditors' Report*

**SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN**

Financial Statements and Supplemental Schedule

**December 31, 2012 and 2011**
**and for the year ended December 31, 2012**

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Silicon Valley Accountancy
Corporation

Certified Public Accountants
and Business Advisors

## Independent Auditors' Report

To the Plan Administrator and Participants of the
Santa Cruz Seaside Company Profit Sharing and 401(k) Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Santa Cruz Seaside Company Profit Sharing and 401(k) Plan, which comprise the statements 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

Plan 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 of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Great West Trust Company, LLC ("Great West" formerly called Orchard Trust Company, LLC), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that Great West holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Great-West

3150 Almaden Expwy, Suite 105
San Jose, CA 95118
Tel: 408-448-8000
Fax: 408 448-8021
eMail: info@cpas-svac.com
www.cpas-svac.com

as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by Great-West is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by 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 the supplemental schedule.

**Report on Form and Content in Compliance With Department of Labor's 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 Great-West, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Silicon Valley Accountancy Corporation

SILICON VALLEY ACCOUNTANCY CORPORATION

San Jose, California
July 10, 2013

## SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2012 | 2011 |
|---|---|---|
| Assets: | | |
| Investments, at fair value | $ 18,197,693 | $ 16,637,814 |
| Assets held for investment purposes | 18,197,693 | 16,637,814 |
| Notes receivable from participants | 542,937 | 563,794 |
| Employer's contribution receivable | 439,393 | 386,849 |
| Total assets | 19,180,023 | 17,588,457 |
| Liabilities: | | |
| Other payable | 278 | - |
| Total liabilities | 278 | - |
| Net assets available for benefits | $ 19,179,745 | $ 17,588,457 |

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

## SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | Year ended December 31, 2012 |
|---|---|
| Additions to net assets attributed to: | |
| Investment income: | |
| Interest and dividends | $ 607,612 |
| Net realized and unrealized appreciation in fair value of investments | 1,415,058 |
| Interest income on notes receivable from participants | 27,974 |
| Contributions: | |
| Employer's | 575,490 |
| Participants' | 695,234 |
| Total additions | 3,321,368 |
| Deductions from net assets attributed to: | |
| Withdrawals and distributions | 1,711,012 |
| Plan expenses | 19,068 |
| Total deductions | 1,730,080 |
| Net increase in net assets | 1,591,288 |
| Net assets available for benefits: | |
| Beginning of year | 17,588,457 |
| End of year | $ 19,179,745 |

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

**SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011 (See Independent Auditors' Report)

## NOTE 1 – DESCRIPTION OF PLAN

The following description of the Santa Cruz Seaside Company Profit Sharing and 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

***General*** – The Plan is a defined contribution plan covering all eligible employees of Santa Cruz Seaside Company ("the Company" or "Plan Administrator") who are age 21 or older and completed one year of service (at least 1,000 hours). Union employees whose employment is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining are excluded from Plan participation. A Plan Committee ("the Committee") manages the operation and administration of the Plan, including the appropriateness of the Plan's investment offerings and investment performance. Certain employees of the Company act as Plan trustees. Great-West Trust Company, LLC ("Great-West", formerly Orchard Trust Company, LLC) acts as custodian. A third-party administrator processes and maintains the records of participant data.

***Contributions*** – Each year, participants may contribute an amount of their eligible pre-tax annual compensation up to the maximum limit allowed by law. Participants who are 50 or older can elect to make catch-up contributions to the Plan, not to exceed the maximum allowed by law. Participants may also contribute amounts representing distributions from other qualified plans.

The Company is allowed to make matching and discretionary profit sharing contributions under the Plan subject to certain eligibility requirements. Matching contributions are equal to the lesser of 25% of a participant's contribution or 25% of 8% of a participant's compensation. Catch-up contributions are not matched. The total matching contribution for 2012 was approximately $137,000 of which approximately $1,200 was funded by forfeitures. Additional profit sharing amounts may be contributed at the option of the Company's Board of Directors. Discretionary profit sharing contributions in the amount of approximately $439,000 were made for the year ended December 31, 2012 which was a receivable as of December 31, 2012. Discretionary profit sharing cash contributions in the amount of approximately $387,000 were made for the year ended December 31, 2011 which was a receivable as of December 31, 2011 and was paid in August 2012.

***Participant Accounts*** – Each participant's account is credited with the participant's contribution, the Company's matching contribution and allocations of the Company's discretionary profit sharing contribution, Plan earnings or losses, and charged with an allocation of certain Plan expenses. Allocations of the Company's profit sharing contribution are based on participant compensation; allocations of Plan earnings and losses are based on participant investment choices. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All contributions/investments are participant-directed. Participants may elect to have their accounts professionally managed by an Investment Advisor for a fee as detailed in the Plan's enrollment form.

Certain investment and fund fees are charged to the funds and included in Plan investment income and losses and charged to participant accounts. Participants should refer to the funds' prospectuses for further information on these fees.

***Vesting*** – Participants are immediately vested in their contribution amounts and rollover amounts, if any, plus actual earnings thereon. Vesting in amounts contributed by the employer is based on years of continuous service. For Company matching contributions, vesting occurs at a rate of 20% per year beginning at the end of the first year. A participant is 100% vested after five years of credited service. Through December 31, 2006, for Company profit sharing contributions, participants do not vest during the first four years but instead become fully vested at the end of the fifth year of credited service. Effective January 1, 2007, the Plan was amended and participants are 100% vested in profit sharing contributions after three years of credited service (3-year cliff vesting). Participants fully vest upon death, permanent disability, and normal retirement or Plan termination.

***Notes receivable from Participants*** – Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. One outstanding note for general-purpose and one outstanding note for principal residence amortized for a period greater than five years are permitted at any given time. The notes are secured by the balance in the participant's account and bear interest at rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Outstanding notes at December 31, 2012 and 2011, carry interest rates which range from 4.25% to 10.5%. Principal and interest is paid ratably through payroll deductions. Notes must be repaid within a five-year period, unless used for the purchase of a principal residence in which case the maximum

repayment period may be longer. The Plan Administrator establishes the specific terms and conditions of such notes.

***Payment of Benefits*** – Distributions from the Plan may only be made after specific events have occurred. Participants are eligible for a distribution upon termination of employment, death, retirement, disability and are paid in accordance with Plan provisions. Participants may be eligible to receive distributions from accounts which are 100% vested in the case of financial hardship. Participants are eligible to receive in-service distributions upon attaining age $59^{1/2}$ or early retirement age which is age 55 with five years of credited service.

***Forfeitures*** – Forfeitures may first be used to pay any Plan administrative expenses. Any remaining forfeitures attributable to amounts other than employer matching contributions will be added to any employer discretionary profit sharing contribution. Any remaining forfeitures attributable to matching contributions will be used to reduce any employer contributions. The balance in the employer matching contribution forfeiture account was $0 as of December 31, 2012 and 2011. The balance in the employer profit sharing forfeiture account was $22,477 and $15,159 as of December 31, 2012 and 2011, respectively.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Accounting*** – The financial statements of the Plan are prepared on the accrual basis of accounting.

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

***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. The Plan's Committee determines the Plan's valuation policies utilizing information provided by Great-West. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-

dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***Notes Receivable from Participants*** – Notes receivable from participants in the financial statements are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make note repayments and the Plan Administrator deems the participant loan to be in default, the participant note balance is reduced and a benefit payment is recorded.

***Excess Contributions Payable*** – Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability with a corresponding reduction to contributions. As of December 31, 2012 and 2011 there were no material excess contributions payable.

***Plan Expenses*** – Certain third-party administrator fees and plan audit fees are paid by the Plan. Participant note fees and distribution fees are paid by the participant except for hardship distribution fees which are paid by the Company.

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

***Subsequent Events*** – The Plan has evaluated subsequent events through July 10, 2013, the date the financial statements were available to be issued.

## NOTE 3 – RISKS AND UNCERTAINTIES

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

## NOTE 4 – CERTIFIED INFORMATION

In accordance with 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 ("ERISA"), information certified by Great-West regarding the current value of assets held as of December 31, 2012 and 2011, and transactions entered into for the year ended December 31, 2012, were used in the preparation of the accompanying financial statements and supplemental schedule. The following table includes the fair values of investments that represent 5% or more of the Plan's net assets available for benefits at December 31:

| | 2012 | | 2011 | |
|---|---|---|---|---|
| Allianz NFJ Small Cap Value Fund | $ 69,947 | | $ 66,292 | |
| Artisan Mid Cap Value Fund | 72,184 | | 53,661 | |
| Aston/Optimum Mid Cap Fund | 108,497 | | 91,906 | |
| Dodge & Cox Income Fund | 389,391 | | 340,354 | |
| Eagle Small Cap Growth Fund | 30,353 | | 19,176 | |
| Federated Mid Cap Fund | 116,622 | | 82,580 | |
| Great-West Lifetime 2015 Fund | 6,821,553 | * | 6,273,992 | * |
| Great-West Lifetime 2025 Fund | 3,858,829 | * | 3,272,094 | * |
| Great-West Lifetime 2035 Fund | 1,775,269 | * | 1,625,510 | * |
| Great-West Lifetime 2045 Fund | 1,065,322 | * | 772,930 | |
| Great-West Lifetime 2055 Fund | 168,002 | | 122,589 | |
| Great-West SF Balanced Fund | 69,443 | | 73,278 | |
| Virtus Foreign Opportunities Fund | 62,400 | | - | |
| Harbor International Fund | 147,318 | | 163,033 | |
| JP Morgan Mid-Cap Value Fund | 43,938 | | 17,969 | |
| Lord Abbett Short Duration Income Fund | 128,368 | | 55,242 | |
| Oppenheimer Global Fund | 102,339 | | 91,181 | |
| Putnam Global Income Fund | 61,801 | | 24,783 | |
| T. Rowe Price Equity Income Fund | 138,724 | | 101,894 | |
| T. Rowe Price Growth Stock Fund | 254,603 | | 347,878 | |
| Vanguard Explorer Fund | 51,650 | | 78,991 | |
| Vanguard Health Care Fund | 66,854 | | 87,858 | |
| Vanguard Small Cap Index Fund | 158,354 | | 117,555 | |
| Vanguard Wellington Fund | 342,706 | | 223,768 | |
| Vanguard Windsor II Fund | 43,767 | | 4,671 | |
| Columbia Acorn Fund | 109,814 | | 116,794 | |
| Fidelity Spartan 500 Index Fund | 284,426 | | 331,023 | |
| Neuberger Berman Socially Resp Fund | 4,212 | | 3,705 | |
| Nuveen Real Estate Securities Fund | 106,468 | | 112,322 | |
| Vanguard FTSE Social Index Fund | 14,543 | | 9,917 | |
| Key Guaranteed Portfolio Fund | 1,529,996 | * | 1,898,810 | * |

| | | |
|---|---|---|
| Janus Overseas Fund | - | 56,058 |
| Assets held for investment purposes | 18,197,693 | 16,637,814 |
| Notes receivable from participants – uncertified | 542,937 | 563,794 |
| Total | $18,740,630 | $17,201,608 |

*Represents 5% of more of Net Assets Available for Benefits.

During the year ended December 31, 2012, interest and dividend income was as follows:

| | |
|---|---|
| Fixed annuity fund interest | $ 22,512 |
| Mutual funds dividends | 585,100 |
| Interest and dividends | $607,612 |
| Interest income on notes receivable from participants – uncertified | $27,974 |

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the year ended December 31, 2012:

| | |
|---|---|
| Mutual funds | $1,415,058 |

**NOTE 5 – FAIR VALUE MEASUREMENTS**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

**Level 2** - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;

- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

**Mutual Funds:** Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

**Fixed Annuity:** The value for the fixed annuity option is reported daily, as calculated by the Great-West. The fair value is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

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

| | Assets at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds: | | | | |
| Lifetime | $13,688,975 | $ - | $ - | $13,688,975 |
| International | 312,057 | - | - | 312,057 |
| Specialty | 173,322 | - | - | 173,322 |
| Small Cap | 310,304 | - | - | 310,304 |
| Mid Cap | 451,055 | - | - | 451,055 |
| Large Cap | 740,275 | - | - | 740,275 |
| Balanced | 342,706 | - | - | 342,706 |
| Bond | 579,560 | - | - | 579,560 |
| Guaranteed Income | 69,443 | - | - | 69,443 |
| Fixed Annuity | - | 1,529,996 | - | 1,529,996 |
| Total assets at fair value | $16,667,696 | $1,529,996 | $ - | $18,197,693 |

| | Assets at Fair Value as of December 31, 2011 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds: | | | | |
| Lifetime | $12,067,115 | $ - | $ - | $12,067,115 |
| International | 310,272 | - | - | 310,272 |
| Specialty | 200,180 | - | - | 200,180 |
| Small Cap | 282,014 | - | - | 282,014 |
| Mid Cap | 362,910 | - | - | 362,910 |
| Large Cap | 799,088 | - | - | 799,088 |
| Balanced | 223,768 | - | - | 223,768 |
| Bond | 420,379 | - | - | 420,379 |
| Guaranteed Income | 73,278 | - | - | 73,278 |
| Fixed Annuity | - | 1,898,810 | - | 1,898,810 |
| Total assets at fair value | $14,739,004 | $1,898,810 | $ - | $16,637,814 |

## NOTE 6 – FIXED ANNUITY FUND

The fixed annuity (Key Guaranteed Portfolio fund) held by a defined-contribution plan is 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. The Key Guaranteed Portfolio Fund is considered not fully benefit-responsive due to a provision in the Plan's investment contract that prevents the immediate and full payout of the contract value for plan-initiated transactions. The fund is reported at contract value which approximates fair value as of December 31, 2012 and 2011. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. The interest crediting rate is reset quarterly. The minimum crediting rate is 0%.

| **Average yields:** | **2012** | **2011** |
|---|---|---|
| Based on actual earnings | 1.45% | 2.03% |
| Based on interest rate credited to participants | 1.45% | 2.03% |

## NOTE 7 – PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Plan investments are managed by the custodian and trustees of the Plan. Any purchases and sales of these funds are performed in the open market at fair value and qualify as party-in-interest. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

## NOTE 8 – PLAN TERMINATION AND/OR MODIFICATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to amend or terminate the Plan at any time, subject to the provisions of ERISA.

## NOTE 9 – TAX STATUS

The Plan has received a favorable determination letter dated June 26, 2009 from the IRS. The Plan has been amended since, however, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes the Plan is qualified, and the related trust is tax exempt.

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 various taxing authorities and government agencies. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years for which the applicable statutes of limitations have expired.

## NOTE 10 – SUBSEQUENT EVENT

Effective January 1, 2013, the Plan was amended to allow for substantially equal installment payments for distributions.

# SUPPLEMENTAL SCHEDULE

**SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(k) PLAN** **EIN: 94-0841990**
**PLAN #002**

**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 |
|---|---|---|---|---|
| | * | Allianz NFJ Small Cap Value Fund | Mutual Fund | $ 69,947 |
| | * | Artisan Mid Cap Value Fund | Mutual Fund | 72,184 |
| | * | Aston/Optimum Mid Cap Fund | Mutual Fund | 108,497 |
| | * | Dodge & Cox Income Fund | Mutual Fund | 389,391 |
| | * | Eagle Small Cap Growth Fund | Mutual Fund | 30,353 |
| | * | Federated Mid Cap Fund | Mutual Fund | 116,622 |
| | * | Great-West Lifetime 2015 Fund | Mutual Fund | 6,821,553 |
| | * | Great-West Lifetime 2025 Fund | Mutual Fund | 3,858,829 |
| | * | Great-West Lifetime 2035 Fund | Mutual Fund | 1,775,269 |
| | * | Great-West Lifetime 2045 Fund | Mutual Fund | 1,065,322 |
| | * | Great-West Lifetime 2055 Fund | Mutual Fund | 168,002 |
| | * | Great-West SF Balanced Fund | Mutual Fund | 69,443 |
| | * | Harbor International Fund | Mutual Fund | 147,318 |
| | * | JP Morgan Mid-Cap Value Fund | Mutual Fund | 43,938 |
| | * | Lord Abbett Short Duration Income Fund | Mutual Fund | 128,368 |
| | * | Oppenheimer Global Fund | Mutual Fund | 102,339 |
| | * | Putnam Global Income Fund | Mutual Fund | 61,801 |
| | * | T. Rowe Price Equity Income Fund | Mutual Fund | 138,724 |
| | * | T. Rowe Price Growth Stock Fund | Mutual Fund | 254,603 |
| | * | Vanguard Explorer Fund | Mutual Fund | 51,650 |
| | * | Vanguard Health Care Fund | Mutual Fund | 66,854 |
| | * | Vanguard Small Cap Index Fund | Mutual Fund | 158,354 |
| | * | Vanguard Wellington Fund | Mutual Fund | 342,706 |
| | * | Vanguard Windsor II Fund | Mutual Fund | 43,767 |
| | * | Virtus Foreign Opportunities Fund | Mutual Fund | 62,400 |
| | * | Columbia Acorn Fund | Mutual Fund | 109,814 |
| | * | Fidelity Spartan 500 Index Fund | Mutual Fund | 284,426 |
| | * | Neuberger Berman Socially Resp Fund | Mutual Fund | 4,212 |
| | * | Nuveen Real Estate Securities Fund | Mutual Fund | 106,468 |
| | * | Vanguard FTSE Social Index Fund | Mutual Fund | 14,543 |
| | * | Key Guaranteed Portfolio Fund | Fixed Annuity | 1,529,996 |
| | | Assets held for investment purposes | | 18,197,693 |
| | * | Participant Loans/Notes receivable from participants | Interest rates from 4.25% to 10.5% | 542,937 |
| | | Total | | $ 18,740,630 |

* Held or invested through Great-West, the custodian, a party-in-interest to the Plan.

The above information has been certified by Great-West, the custodian, to be complete and accurate to the best of their knowledge.

See Independent Auditors' Report.

# Schedule H, line 4i
# Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2012 and ending 12/31/2012

Name of plan

**SANTA CRUZ SEASIDE COMPANY PROFIT SHARING AND 401(K) PLAN**

Employer Identification Number

94-0841990

Three-digit plan number ► 002

| (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 | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Maxim Secure Foundation | Balanced G1 | | 69,443 |
| | Maxim | Lifetime 2015 Portfolio | | 6,821,553 |
| | Maxim | Lifetime 2025 Portfolio | | 3,858,829 |
| | Maxim | Lifetime 2035 Portfolio | | 1,775,269 |
| | Maxim | Lifetime 2045 Portfolio | | 1,065,322 |
| | Maxim | Lifetime 2055 Portfolio | | 168,002 |
| | Harbor | International Fund Instl | | 147,318 |
| | Oppenheimer | Global Y | | 102,339 |
| | Virtus | Foreign Opportunities I | | 62,400 |
| | Nuveen | Real Estate Securities R3 | | 106,468 |
| | Vanguard | Health Care Fund | | 66,854 |
| | Allianz | NJF Small Cap Value Inst | | 69,947 |
| | Eagle | Small Cap Growth R5 | | 30,353 |
| | Vanguard | Explorer Adm | | 51,650 |
| | Vanguard | Small Cap Index Fund | | 158,354 |
| | Artisan | Mid Cap Value | | 72,184 |
| | Aston/Optimum | Mid Cap I | | 108,497 |
| | Columbia | Acorn Fund Z | | 109,814 |
| | Federated | Mid Cap Index IS | | 116,622 |
| | JP Morgan | Mid Cap Value Instl | | 43,938 |
| | Fidelity | Spartan 500 Index Inv | | 284,426 |
| | Neuberger Berman | Socially Resp A | | 4,212 |
| | T Rowe Price | Equity Income Fund | | 138,724 |
| | T Rowe Price | Growth Stock | | 254,603 |
| | Vanguard | FTSE Social Index Inv | | 14,543 |
| | Vanguard | Windsor II Fund - Admiral | | 43,767 |
| | Vangurad | Wellington Admiral | | 342,706 |
| | Dodge & Cox | Income | | 389,391 |
| | Lord Abbott | Short Duration Income A | | 128,368 |
| | Putnam | Global Income A | | 61,801 |
| | Great-West | Key Guaranteed Portfolio Fund | | 1,529,996 |
| * | Participant Loans | 4.25% - 10.50% | 0 | 542,937 |
| | | | | |
| | | | | |
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