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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

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

INTERNATIONAL MARINA GROUP I, L.P.

11226 INDIAN TRAIL, SUITE 200
DALLAS, TX 75229

2b Employer Identification Number (EIN)
75-2920867

2c Sponsor's telephone number
972-406-5216

2d Business code (see instructions)
713900

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	JO WILSMANN
	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 [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**	390
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**	260
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	36
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	296
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	296
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	157
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 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)	[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)	[ ]	**A** (Insurance Information)
(4)	[X]	**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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, L.P.

D Employer Identification Number (EIN)
75-2920867

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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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	RECORDKEEPER	16016	Yes [X] No [ ]	Yes [X] No [ ]	8807	Yes [ ] No [X]

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

CECILCO

14881 QUORUM DRIVE, SUITE 340
DALLAS, TX 75254

(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 17	ADMINISTRATOR	5209	Yes [X] No [ ]	Yes [ ] No [X]	9954	Yes [ ] No [X]

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

PROSPERA FINANCIAL SERVICES, INC

5429 LBJ FRWY, SUITE 400
DALLAS, TX 75240

75-1832551

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 52	BROKER-DEALER		Yes [X] No [ ]	Yes [X] No [ ]	3391	Yes [ ] No [X]

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

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

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, L.P.

D Employer Identification Number (EIN)
75-2920867

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)	794	
(2) Participant contributions	1b(2)	32772	22542
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	724660	30802
(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)		7926
(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)	2262023	3600217
(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	3020249	3661487
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		4304
i Acquisition indebtedness	1i		
j Other liabilities	1j	25761	26617
k Total liabilities (add all amounts in lines 1g through1j)	1k	25761	30921
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2994488	3630566

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)	570	
(B) Participants	2a(1)(B)	415055	
(C) Others (including rollovers)	2a(1)(C)	26619	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		442244
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(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)	199	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		217
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		448610
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		891071
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	199334	
(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)		199334
f Corrective distributions (see instructions)	2f		26617
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)	9635	
(3) Investment advisory and management fees	2i(3)	19407	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		29042
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		254993
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		636078
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: BONNIE SIFF CPA, PC **(2)** EIN: 27-1297371

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		387841
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		1000000
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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, L.P.

D Employer Identification Number (EIN)
75-2920867

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): 31-4156830

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):

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

Audited Financial Statements with Independent Auditor's Report

December 31, 2012 and 2011

Year Ended December 31, 2012

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

Independent Auditor's Report	1
Statements of Net Assets Available for Benefits December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2012	4
Notes to Financial Statements	5
Supplemental Schedules:	
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions, Year Ended December 31, 2012	13
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2012	14

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BONNIE SIFF CPA, PC
Employee Benefit Plan Audit Services

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
International Marina Group 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of International Marina Group 401(k) Retirement Savings Plan (the "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

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 are 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 F, which was certified by Nationwide Trust Company FSB, the custodian of the Plan from March 1, 2012 to December 31, 2012, and by Fidelity Management Trust Company, the trustee of the Plan from January 1, 2011 to March 31, 2012, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian and trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2012, and for the period from March 1, 2012 to December 31, 2012, and from the trustee as of December 31,

2011, and for the period from January 1, 2012 to March 31, 2012, that the information provided to the plan administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012, are required by the Department of Labor's (the "DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

Bonnie Siff CPA, PC

Dallas, Texas
June 7, 2013

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments at fair value	$ 3,631,019	$ 2,986,683
Receivables:		
Participant contributions	22,542	32,772
Employer lost earnings contribution	-	794
Notes receivable from participants	7,926	-
Total receivables	30,468	33,566
Total assets	3,661,487	3,020,249
Liabilities:		
Administrative expenses payable	4,304	-
Excess contributions payable	26,617	25,761
Total liabilities	30,921	25,761
Net assets available for benefits	$ 3,630,566	$ 2,994,488

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

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions:		
Additions to net assets attributed to:		
Investment income:		
Interest from money market fund	$	18
Dividends from mutual funds		86,368
Net appreciation in fair value of of mutual funds		361,742
Investment expenses		(19,407)
Net investment income		428,721
Interest income on notes receivable from participants		199
Contributions:		
Participant		388,938
Rollover		26,619
Employer		570
		416,127
Total additions		845,047
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants		199,334
Administrative expenses		9,635
Total deductions		208,969
Net increase		636,078
Net assets available for benefits		
Beginning of year		2,994,488
End of year	$	3,630,566

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

A. Description of the Plan

International Marina Group 401(k) Retirement Savings Plan (the "Plan") is a defined contribution plan sponsored by International Marina Group I, LP (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Effective March 1, 2012, the Plan was amended and restated with the adoption of *CecilCo Prototype Defined Contribution Plan-Basic Plan 01* and the related *Adoption Agreement for the CecilCo Prototype Non-Standardized Cash or Deferred Profit Sharing Plan 01-110* (together the "Plan Document"). Previously the Plan adopted *Fidelity Basic Plan Document No. 14* and its *Adoption Agreement* (the "Former Document"). The following description provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

1. Administration of Plan Assets

Effective March 1, 2012, Nationwide Trust Company, FSB ("Nationwide") is the custodian of the Plan's investment assets and recordkeeper of participant account information. Previously, Fidelity Management Trust Company ("Fidelity") served as the trustee and custodian, and Fidelity Investments Institutional Operations Company, Inc. served as recordkeeper. The custodian holds the Plan's investment assets, executes investment transactions, receives contributions, interest and dividend income, pays administrative expenses, and makes distributions to participants.

Concurrent with the change in asset custodians, two executives of the Company serve as trustees of the Plan. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. The plan administrator (the "Plan Administrator") is an employee of the Company. The Plan Administrator is a named fiduciary, as defined by the Plan Document, and has broad powers and responsibilities with respect to the management and operation of the Plan and receives no compensation for service to the Plan. On January 5, 2012, the Plan Administrator engaged CecilCo to serve as the Plan's third-party administrator to provide various retirement plan services, including processing participant transactions and recurring compliance and government reporting services.

2. Eligibility

Effective March 1, 2012, the Plan was amended to provide for automatic enrollment of all eligible employees and automatic deferrals of 6% of eligible compensation as defined by the Plan Document. Employees of the Company become participants of the Plan after satisfying a six-month service requirement and attainment of age twenty-one. Deferral contributions of newly eligible employees commence on the first day of each quarter coinciding with or next following the date the service and age requirements are met. Certain employees covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan, and nonresident aliens, who do not receive any earned income from the Company which constitutes United States source income, are excluded from participation.

3. Contributions

Each year, participants may contribute up to 85 percent of eligible compensation, as defined by the Plan Document. However, contributions by participants defined as "highly compensated employees" may not exceed 15 percent of eligible compensation. Participants who are automatically enrolled may "opt-out" and receive their contributed amounts as taxable income by giving written notice to the Plan Administrator no later than 90 days after the automatic enrollment. Participants who have attained age 50 before the end of the plan year and make the maximum allowable deferral to the Plan are eligible to make catch-up contributions. For the year ended December 31, 2012, the pre-tax deferral limit is $17,000 and the catch-up

(continued) A.3. Description of the Plan, Contributions

limit is $5,500. Participants may also contribute amounts representing distributions from other qualified plans, subject to approval by the Plan Administrator.

The employer basic matching contribution is discretionary. The Company may contribute discretionary matching amounts to all contributing participants employed on the last day of the plan year. Contributing participants not employed at year end due to death, disability, or retirement are exempt from the last day of service requirement. The Company did not elect to make a matching contribution for the 2012 plan year.

4. Investment Options

Participants direct the investment of their contributions into various investment options offered by the Plan. Effective March 1, 2012, the Plan provides for three investment election options:

- Participants may elect to invest 100% of their plan accounts in any of 17 mutual funds, of which one is a money market fund; or
- Participants may elect to invest 100% of their plan accounts in one of five "life-style" mutual funds based on investment risk tolerance from "conservative" to "aggressive;" or
- Participants may authorize a professional manager to direct of 100% of their plan accounts for which the participant is charged an annual fee, deducted quarterly from investment earnings.

For participants who make no investment election, the qualified default investment alternative is professional management.

Prior to March 1, 2012, the investment options included 40 mutual funds, of which one was a money market fund and 12 were target-date funds. These investments were liquidated on March 30, 2012, and transferred from Fidelity to Nationwide where they were invested according to the investment election options selected by each participant.

5. Participant Accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, allocations of (a) the Company's matching contribution, if any, and (b) plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

6. Vesting

Participants are vested immediately in their contributions and rollover contributions, if any, plus actual earnings thereon. Participants are 100 percent vested in company contributions upon attaining three years of credited service, or upon death, or total and permanent disability.

7. Notes Receivable From Participants

Effective March 1, 2012, the Plan permits participants to borrow from their vested accounts. With certain restrictions, such as spousal consent, participants may borrow from a minimum of $1,000 up to a maximum equal to the lesser of $50,000, reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made, or 50 percent of their vested account balance. Participant notes receivable are secured by the balance in the participant's account and bear interest based on the prime rate published in the *Wall Street Journal* on the day the loan is originated plus one percent. Notes receivable must be repaid in five years, or, for a loan made for the purchase of a personal residence, the maximum repayment term is 20 years. Principal and interest is paid ratably through bi-weekly payroll deductions and is reinvested in participant accounts according to individual investment elections. At December 31, 2012,

(continued) A.7. Description of the Plan, Notes Receivable From Participants

maturity dates on existing notes receivable from participants range from July 2015 to June 2017, and the interest rate on all outstanding notes receivable is 4.25 percent.

8. Benefit Payments

On termination of service due to death, disability, or retirement, and for termination of service for any other reason, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The normal retirement age is 59½. Upon attainment of age 59½, participants may elect in-service withdrawals from any vested account, with certain limitations defined by the Plan Document. Hardship withdrawals, as defined by the Plan Document, are permitted only from the participant's deferral contributions account and result in a six-month deferral suspension before recommencing contributions to the Plan. At December 31, 2012, there were no approved withdrawals of vested balances that had not yet been paid.

9. Cash Out Payments

Following termination of employment, death, or disability, participant accounts with vested balances up to $1,000 are distributed in a lump sum payment. Effective March 1, 2012, the Plan was amended to provide for an automatic rollover of amounts greater than $1,000 and less than or equal to $5,000. The automatic rollover provider is Nationwide Bank.

10. Forfeited Accounts

The Plan provides that non-vested portions of the Company's matching contributions be forfeited by terminated participants and used to pay administrative expenses of the Plan or reduce the Company's contributions made in subsequent periods. During 2012, the Company contributed $570 to the forfeiture account to distribute a terminated participant's vested employer match incorrectly forfeited in 2011. For the 2012 plan year, the Plan utilized $1,640 of forfeitures to offset plan administrative expenses. Forfeited amounts available to be offset against future plan administrative expenses or company contributions are $391 at December 31, 2012, and $957 at December 31, 2011.

B. Summary of Accounting Policies

The significant accounting policies employed in the preparation of the accompanying financial statements are as follows:

1. Basis of Accounting

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

2. Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("US GAAP") 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.

3. Investment Valuation and Income Recognition

The Plan's 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

(continued) B.3. Summary of Accounting Policies, Investment Valuation and Income Recognition

date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by the investment advisers and custodians. See note D 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 gains and losses on investments bought and sold during the year as well as held during the year.

4. Payment of Benefits

Benefit payments to participants are recorded when paid.

5. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. 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. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

6. Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (the "IRS") are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 and 2011 excess contributions to the applicable participants prior to March 15, 2013 and 2012, respectively.

7. Administrative Expenses

Certain expenses of maintaining the Plan are paid from forfeitures or paid directly by the Company and are excluded from these financial statements if paid by the Company. Monthly recordkeeping fees and annual trust fees are charged to each participant's account. Fees related to the administration of notes receivable from participants and benefits paid to participants are charged directly to the participant's account who initiated the transaction. Investment management fees are charged to the accounts of participants who elected the professional investment management option.

8. Effects of New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS.* ASU 2011-04 amends Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures,* to converge the fair value measurement guidance in US GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The January 1 2012, adoption of ASU 2011-04 did not have a material impact on the Plan's financial statements and disclosures.

C. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits.

	December 31,			
	2012		2011	
Nationwide Investor Designation Conservative Fund - Service Class	$ 513,561		$ -	*
Nationwide Investor Designation Moderate Aggressive Fund - Service Class	190,353		-	*
Nationwide Investor Designation Moderate Fund - Service Class	509,213		-	*
Fidelity Retirement Money Market	-	*	724,660	
Fidelity Dividend Growth Fund	-	*	288,585	
Fidelity Intermediate Bond Fund	-	*	255,279	
Fidelity Investment Grade Bond Fund	-	*	179,954	
Fidelity Low-Priced Stock Fund	-	*	163,670	
Fidelity Mid Cap Stock Fund	-	*	339,236	

* not a 5% investment for the indicated year

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

(continued) D. Fair Value of Investments

Following is the description of the valuation methodologies used for the Plan's 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 and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

	Assets at Fair Value at December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds:				
Money market fund	$ 30,802	$ -	$ -	$ 30,802
Balanced funds	1,375,402	-	-	1,375,402
Bond funds	605,787	-	-	605,787
International stock funds	386,535	-	-	386,535
Large-cap stock funds	731,446	-	-	731,446
Mid-cap stock funds	134,086	-	-	134,086
Small-cap stock funds	173,046	-	-	173,046
Specialty funds	193,915	-	-	193,915
Total mutual funds	3,631,019	-	-	3,631,019
Total assets at fair value	$ 3,631,019	$ -	$ -	$ 3,631,019

	Assets at Fair Value at December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds:				
Money market fund	$ 724,660	$ -	$ -	$ 724,660
Blended funds	199,565	-	-	199,565
Bond funds	474,575	-	-	474,575
International stock funds	48,270	-	-	48,270
Large-cap stock funds	760,311	-	-	760,311
Mid-cap stock funds	643,592	-	-	643,592
Small-cap stock funds	108,704	-	-	108,704
Specialty funds	27,006	-	-	27,006
Total mutual funds	2,986,683	-	-	2,986,683
Total assets at fair value	$ 2,986,683	$ -	$ -	$ 2,986,683

E. Risk and Uncertainties

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

F. Information Prepared and Certified by the Custodian and Trustee

The Plan Administrator 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, investments at fair value and participant notes receivable reported on the statement of net assets available for benefits as of December 31, 2012, interest, dividends, net appreciation of mutual funds, and interest on participant notes receivable, reported on the statement of changes in net assets available for benefits for the period from March 1, 2012 to December 31, 2012, the 2012 information in notes C and D as of December 31, 2012 and the information in the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, are certified by Nationwide Trust Company, FSB, the custodian from March 1, 2012 to December 31, 2012, as complete and accurate. Investments at fair value reported on the statement of net assets available for benefits as of December 31, 2011, investment income, reported on the statement of changes in net assets available for benefits for the period from January 1, 2012 to March 31, 2012, and the 2011 information in notes C and D are certified by Fidelity Management Trust Company, the Plan's trustee from January 1, 2011 to March 31, 2012, as complete and accurate. Information certified by the custodian and trustee was not subjected to any auditing procedures performed by the independent public accountants other than comparing such information to the statements certified by the custodian and trustee for the periods indicated.

G. Party in Interest Transactions and Related-Party Transactions

The Plan investments include shares of mutual funds of registered investment companies managed by Nationwide Fund Advisors, an affiliate of Nationwide Trust Company, FSB. Nationwide Trust Company, FSB is the asset custodian from March 1, 2012 to December 31, 2012; therefore, these investments qualify as party-in-interest transactions. From January 1, 2011 to March 31, 2012, the Plan invested in shares of mutual funds of registered investment companies managed by Fidelity Management and Research Company, an affiliate of Fidelity Management Trust Company, the trustee during that period; therefore, these investments qualify as party-in interest transactions. The Plan also makes loans to Participants, which qualify as party-in-interest transactions. All of these transactions qualify as exempt party-in-interest transactions under ERISA.

During 2012, administrative expenses paid to related parties totaled $29,042. Investment, trust, and recordkeeping fees paid to Nationwide and Fidelity affiliates are $19,914 and $3,513, respectively. Recordkeeping and participant transaction fees paid to the third party administrator are $5,615. Related parties also receive payments through revenue sharing rather than by direct payment.

H. Plan Termination

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 would become 100 percent vested in their discretionary profit sharing and matching contribution accounts.

I. Tax Status

The Plan Document is sponsored by Cecil & Company. The IRS issued an advisory letter dated March 31, 2008, to Cecil & Company as to the Plan Document's acceptability under section 401 of the Code. The Former Document is sponsored by Fidelity Management and Research Co. ("FMRC"). The IRS issued an advisory letter dated December 5, 2001, to FMRC as to the Former Document's acceptability under section 401 of the Internal Revenue Code (the "Code"). The advisory letters have been relied upon by the Plan. Although the Plan has been amended since the dates of the advisory letters, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Code, and therefore believes that the Plan is qualified and the related trust is tax-exempt.

(continued) I. Tax Status

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 prior to 2009.

J. Prohibited Transactions

During 2009 and 2008, the Company failed to remit to the Plan's trustee within the period prescribed by Department of Labor regulations certain employee contributions and loan repayments totaling $166,087 and $220,960, respectively. Delays in remitting contributions to the trustee were due to administrative errors. Lost earnings of $794 were posted to the trust and allocated to participant accounts January 13, 2012.

K. Subsequent Events

The Plan evaluated subsequent events through June 7, 2013, the date the financial statements were available to be issued. During this period, there have been no material events that would require recognition in the financial statements or disclosures to the financial statements.

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULES

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

EIN # 75-2920867 Plan# 001

Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here ☑ If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
$ 387,841		$ 387,841		

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

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

EIN # 75-2920867 Plan# 001

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	(d) Cost	(e) Current Value
	MONEY MARKET FUND:			
*	Nationwide	Nationwide Money Market Fund – Institutional Class		$ 30,802
	MUTUAL FUNDS:			
	Aberdeen	Aberdeen Global Equity Fund-Class A		87,649
	AllianceBernstein	AllianceBern S/M Cap Growth Fund – K Class		75,196
	American Century Investments	American Century Short Duration Inflation Protected Bond Fund - Institutional Class		127,686
	American Funds	American Funds Capital World Bond Fund - R6		41,187
	Dimensional Fund Advisors	DFA US Large Company Fund - I Class		96,659
	DWS Investments	DWS RREEF Global Real Estate Securities Fund - Class A		73,240
	Eaton Vance	Eaton Vance Atlanta Capital SMID-Cap Fund – Class A		28,017
	Eaton Vance	Eaton Vance Floating-Rate Fund - Class A		30,061
	Harbor	Harbor International Fund - Investor Shares		404
	Harbor	Harbor International Fund - Institutional Shares		76,446
	Heartland	Heartland Value Plus Fund		19,190
	Invesco	Invesco Van Kampen American Value Fund – Class A		30,872
	JPMorgan	JPMorgan Small Cap Value Fund - Class A		83,185
	Legg Mason	Legg Mason Western Asset Core Plus Bond Fund - I Class		61,465
	Legg Mason	Legg Mason Western Asset Inflation Indexed Plus Bond Fund - I Class		95,697
	MFS	MFS International Value Fund – Class A		18,145
	MFS	MFS Value Fund - Class A		109,983
*	Nationwide	Nationwide Investor Designation Aggressive Fund – Service Class		5,768
*	Nationwide	Nationwide Investor Designation Conservative Fund – Service Class		513,561
*	Nationwide	Nationwide Investor Designation Moderate Aggressive Fund – Service Class		190,353
*	Nationwide	Nationwide Investor Designation Moderate Conservative Fund – Service Class		156,507
*	Nationwide	Nationwide Investor Designation Moderate Fund – Service Class		509,213
*	Nationwide	Nationwide Mid Cap Market Index Fund – Class A		-
*	Nationwide	Nationwide S&P 500 Index Fund – Service Class		78,600
*	Nationwide	Nationwide Small Cap Index Fund – Class A		22,934
	Neuberger Berman	Neuberger Berman High Income Bond Fund - Class A		11,438
	Oppenheimer Funds	Oppenheimer Global Opportunities Fund – Class A		77,479
	Oppenheimer Funds	Oppenheimer International Bond Fund - Class A		63,578
	Oppenheimer Funds	Oppenheimer International Growth Fund – Class A		75,028
	PIMCO	PIMCO Commodity Real Return Strategy Fund - Class A		15,911
	PIMCO	PIMCO Real Return Fund – Class A		21,618
	PIMCO	PIMCO Real Return Fund – Class A		55,185
	PIMCO	PIMCO Total Return Fund - Institutional Class		67,940
	Pioneer Investments	Pioneer Equity Income Func - Class A		74,519
	Principal Funds	Principal Large Cap Growth Fund - Institutional Class		94,432
	Prudential Investments	Prudential Jennison Growth Fund - Class A		104,605
	Prudential Investments	Prudential Jennison Value Fund – Class A		1,219
	Prudential Investments	Prudential Total Return Bond Fund - Class A		59,971
	Turner Funds	Turner Small Cap Growth Fund - Investor Shares		47,736

(continued)

INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN
(continued) Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN # 75-2920867 Plan# 001
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	(d) Cost	(e) Current Value
	Victory	Victory Fund for Income – Class A		74,727
	Wells Fargo Advantage	Wells Fargo Advantage Emerging Markets Equity Fund - Class A		51,384
	Wells Fargo Advantage	Wells Fargo Advantage Growth Fund – Class A		128,123
	Managers Funds	Yacktman Focused Fund		43,306
		Subtotal mutual funds		3,600,217
*	Plan Participants	Notes receivable from participants Interest rates: 4.25% Maturities: July 5, 2015 to June 18, 2017	$ 7,926	7,926
		Total 2012 Form 5500, Schedule H, line 4i assets (held at end of year)	$ 7,926	$ 3,638,945

* Persons known to be a party-in-interest with respect to the Plan.
Column (d) has been left blank as this is an individual account plan with participants directing their accounts.

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

International Marina Group 401(k) Retirement Savings Plan

Employer Identification Number

75-2920867

Three-digit plan number ► 001

(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
	Participant Loans	Interest Rate 4.25%	7,926	7,926
	Abrden Glbl Eq A	Mutual Fund	0	87,649
	Allber Disc Gr K	Mutual Fund	0	75,196
	Amcent Shtdrinflprtbd Inst	Mutual Fund	0	127,686
	Amfds Cap Wld Bd R6	Mutual Fund	0	41,187
	Dfa Us Lg Co	Mutual Fund	0	96,659
	Dws Rreef Glblrealest Seca	Mutual Fund	0	73,240
	Ev Altnta Cap Smid Cap A	Mutual Fund	0	28,017
	Ev Flotng Rt A	Mutual Fund	0	30,061
	Harbor Intl Inst	Mutual Fund	0	76,446
	Harbor Intl Inv	Mutual Fund	0	404
	Heartland Val Pls Inv	Mutual Fund	0	19,190
	Invsco Am Val A	Mutual Fund	0	30,872
	Jpm Smcap Val A	Mutual Fund	0	83,185
	Leggm Wstras Corplsbd I	Mutual Fund	0	61,465
	Leggmwstrainfinddplsbdinst	Mutual Fund	0	95,697
	Mfs Intl Val A	Mutual Fund	0	18,145
	Mfs Val A	Mutual Fund	0	109,983
	Mgrs Ycktmn Focs Svc	Mutual Fund	0	43,306
	Nw Inv Dest Aggr Svc	Mutual Fund	0	5,768
	Nw Inv Dest Cnsrv Svc	Mutual Fund	0	513,561
	Nw Inv Dest Mod Aggr Svc	Mutual Fund	0	190,353
	Nw Inv Dest Mod Cnsrv Svc	Mutual Fund	0	156,507
	Nw Inv Dest Mod Svc	Mutual Fund	0	509,213
	Nw Mny Mkt Inst	Mutual Fund	0	30,802
	Nw S P 500 Indx Svc	Mutual Fund	0	78,600
	Nw Smcap Indx A	Mutual Fund	0	22,934
	Neuber Hi Inc A	Mutual Fund	0	11,438
	Opp Glbl Oppr A	Mutual Fund	0	77,479
	Opp Intl Bd A	Mutual Fund	0	63,578
	Opp Intl Gr A	Mutual Fund	0	75,028
	Pimco Comdtyrealrtnstrat A	Mutual Fund	0	15,911
	Pimco Real Rtn A	Mutual Fund	0	21,618
	Pimco Real Rtn Inst	Mutual Fund	0	55,185
	Pimco Ttl Rtn Inst	Mutual Fund	0	67,940
	Pionr Eq Inc A	Mutual Fund	0	74,519
	Prncpl Lgcap Gr Inst	Mutual Fund	0	94,432
	Prudntl Jnisn Gr A	Mutual Fund	0	104,605
	Prudntl Jnisn Val A	Mutual Fund	0	1,219

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

International Marina Group 401(k) Retirement Savings Plan

Employer Identification Number

75-2920867

Three-digit plan number ► 001

(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
	Prudntl Ttl Rtn Bd A	Mutual Fund	0	59,971
	Turner Smcap Gr Inv	Mutual Fund	0	47,736
	Vic Fd For Inc A	Mutual Fund	0	74,727
	Wfa Emrg Mkt Eq A	Mutual Fund	0	51,384
	Wfa Gr A	Mutual Fund	0	128,123

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2012 and Ending 12/31/2012
Name of Plan: International Marina Group 401(k) Retirement Savings Plan
Employer Identification Number: 75-2920867 Three-digit plan number: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$387,841		$387,841		