Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FIRSTPERRYTON BANCORP, INC. EMPLOYEES PSP

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1948

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

FIRSTPERRYTON BANCORP INC & SUBS

201 S. MAIN STREET
PERRYTON, TX 79070

2b Employer Identification Number (EIN)
75-1869513

2c Sponsor's telephone number
806-435-3676

2d Business code (see instructions)
522110

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.	07/29/2013	LANCE PURCELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	LANCE PURCELL
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	190
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**	141
b Retired or separated participants receiving benefits	**6b**	6
c Other retired or separated participants entitled to future benefits	**6c**	39
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	186
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	186
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	176
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
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 2J 2K 3H 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)** [X] 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
FIRSTPERRYTON BANCORP, INC. EMPLOYEES PSP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTPERRYTON BANCORP INC & SUBS

D Employer Identification Number (EIN)
75-1869513

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL 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
22-1211670	68241	07852S	1	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

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

(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	

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	11614

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ REG PUBLISHED RATES FILED WITH INS.

b	Premiums paid to carrier	6b	741
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) [X] 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 ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

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 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
FIRSTPERRYTON BANCORP, INC. EMPLOYEES PSP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTPERRYTON BANCORP INC & SUBS

D Employer Identification Number (EIN)
75-1869513

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

JOHNSON & SHELDON, PC

PO BOX 509
AMARILLO, TX 79105

75-2569269

(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	8585	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LUTHER KING CAPITAL MANAGEMENT

301 COMMERCE ST 1600
FORT WORTH, TX 76102

75-1630300

(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	INVESTMENT COUNSEL	72349	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AMARILLO NATIONAL BANK

PO BOX 1
AMARILLO, TX 79105

75-0109799

(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?
21	TRUSTEE	41091	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
FIRSTPERRYTON BANCORP, INC. EMPLOYEES PSP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTPERRYTON BANCORP INC & SUBS

D Employer Identification Number (EIN)
75-1869513

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	26293	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	28497	28056
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3040934	3223246
(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)	3602750	3192067
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	6585327	8098244
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	11614	11614

		(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	13295415	14553227
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		18065
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		18065
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	13295415	14535162

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)	287040	
(B) Participants	2a(1)(B)	398014	
(C) Others (including rollovers)	2a(1)(C)	1020	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		686074
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	277	
(B) U.S. Government securities	2b(1)(B)	3000	
(C) Corporate debt instruments	2b(1)(C)	92293	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		95570
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	137319	
(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)		137319
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1682713	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1437128	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		245585
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	720124	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		720124

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1884672
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	520059	
(2) To insurance carriers for the provision of benefits	2e(2)	741	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		520800
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	8585	
(2) Contract administrator fees	2i(2)	43191	
(3) Investment advisory and management fees	2i(3)	72349	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		124125
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		644925
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1239747
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: JOHNSON & SHELDON, PC **(2)** EIN: 75-2569269

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		5000000
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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
FIRSTPERRYTON BANCORP, INC. EMPLOYEES PSP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTPERRYTON BANCORP INC & SUBS

D Employer Identification Number (EIN)
75-1869513

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): 75-0109799

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):

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012 and 2011

JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

December 31, 2012 and 2011

Table of Contents

Page

INDEPENDENT AUDITORS' REPORT 1

FINANCIAL STATEMENTS

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 SCHEDULE

Schedule H, Part IV (4i) - Schedule of Assets Held for Investment Purposes,
December 31, 2012 13

JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

To the Board 401(k) Committee
FirstPerryton Bancorp, Inc.
Employees' Profit Sharing Plan
Perryton, Texas

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **FirstPerryton Bancorp, Inc. Employees' Profit Sharing 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 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 5, which was certified or provided by **Amarillo National Bank**, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the agent on behalf of the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

SUITE 200 • 500 TAYLOR
P.O. BOX 509
AMARILLO, TX 79105-0509

An Independently Owned Member
McGLADREY ALLIANCE | McGladrey

TELEPHONE 806 / 371-7661
FAX: 806 / 371-0529
TOLL FREE: 1-800-530-4804

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, Schedule H, Part IV (4i) - Schedule of Assets Held for Investment Purposes as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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 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 schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Johnson & Sheldon, P.C.

Johnson & Sheldon, P.C.

July 22, 2013

FINANCIAL STATEMENTS

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

Assets

	2012	2011
Cash		
Uninvested cash	$ -	$ 26,293
Investments, non-participant directed, at fair value:		
Money market fund	3,223,246	3,040,934
Corporate bonds	3,192,067	3,602,750
Common stocks	8,098,244	6,585,327
Cash value in life insurance	11,614	11,614
Total Investments, at fair value	14,525,171	13,240,625
Receivables		
Interest and dividends	28,056	28,497
Total Receivables	28,056	28,497
Total Assets	14,553,227	13,295,415

Liabilities

Accrued investment management fees	18,065	-
Total Liabilities	18,065	-
Net Assets Available for Benefits	$ 14,535,162	$ 13,295,415

See accompanying notes and independent auditors' report

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

Additions	
Investment Income:	
Net appreciation in fair value of investments	$ 965,709
Interest	95,570
Dividends	137,319
Total Investment Income	1,198,598
Contributions:	
Employer	287,040
Participants	398,014
Rollovers	1,020
Total Contributions	686,074
Total Additions	1,884,672
Deductions	
Deductions from net assets attributed to:	
Distributions to participants	520,059
Administrative and investment expenses	124,125
Insurance premiums	741
Total Deductions	644,925
Net Increase	1,239,747
Net Assets Available for Benefits	
Beginning of Year	13,295,415
End of Year	$ 14,535,162

See accompanying notes and independent auditors' report

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the FirstPerryton Bancorp, Inc. Employees' Profit Sharing Plan (the Plan) is provided for general information purposes only. For more complete information, participants should refer to the current Plan agreements.

General
The Plan is a defined contribution retirement plan whereby eligible employees of FirstPerryton Bancorp, Inc. and Subsidiaries (collectively referred to as the Company) are permitted to make pretax contributions that are tax-deferred under Section 401(k) of the Internal Revenue Code (IRC). The plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Amarillo National Bank serves as the Plan's trustee and investment custodian and is responsible for executing all investment transactions.

Eligibility
Employees become eligible for participation at the age of twenty and upon completing one year of service (1,000 hours) as defined by the Plan.

Vesting
Participant contributions plus actual earnings are immediately fully vested and non-forfeitable. Employer contributions vest to participants based upon years of continuous service. Participants are vested in employer contributions based upon the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Contributions
Each year, a participant may elect to defer a portion of pretax compensation up to 100%, subject to certain maximum limitations imposed by the Internal Revenue Code. Employees who are eligible to make elective deferrals under the Plan and who have attainted the age of fifty before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Contributions (continued)
The Company makes matching contributions equal to 100% of each participant's contributions up to 5% of total compensation. The Company may also make additional discretionary contributions. There were no discretionary contributions made during 2012 or 2011.

Participant Accounts
Each participant's account is credited with the participant's contributions, the Company's matching and any discretionary contributions and an allocation of plan earnings and charged with an allocation of plan expenses. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Management
The Investment Committee, comprised of certain officers of the Company and also an independent professional investment advisory firm, is responsible for the investment management of the Plan.

Forfeitures
Forfeitures represent the portion of non-vested account balances of terminated participants which are retained by the Plan and used to reduce employer contributions. Forfeitures applied toward the employer's contribution amounted to $1,495 and $10,822 during 2012 and 2011, respectively. Plan assets include an unallocated forfeiture balance of $9,893 and $1,715 as of December 31, 2012 and 2011, respectively.

Payment of Benefits
Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum distribution or periodic installments or a combination of these two options. If a participant's vested balance is $5,000 or less (excluding amounts rolled over from another qualified plan), the participant will receive a single lump sum distribution of their entire vested account balance. Also, the Plan complies with the mandatory rollover distribution rules under IRS Release Notice 2005-5, requiring mandatory rollovers of terminated participant's vested accounts between $1,000 and $5,000 to a qualified individual retirement account.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Presentation
Certain changes in the presentation of the 2011 financial statements have been made to correspond with the 2012 presentation.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Subsequent Events
The Plan has evaluated subsequent events through July 22, 2013, the date the financial statements were available to be issued.

Payment of Benefits
Benefit payments are recorded when paid.

Investment Valuation and Income Recognition
Investments in United States government securities, corporate bonds, and common stocks are carried at fair value, as determined by quoted market prices. Investments in the cash surrender value life insurance policies are reported at the cash value, which approximates fair value, as determined by the insurance company. Investments in money market funds are valued at cost, which approximates fair value. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis. See Note 9 for discussion of fair value measurements.

Recent Accounting Pronouncements
In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification 820, *Fair Value Measurements*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2011-04 became effective for the Plan on January 1, 2012 and did not have a significant impact on the Plan's financial statements.

NOTE 3 - ADMINISTRATION OF PLAN ASSETS

The Plan is administered by a committee approved by the Board of Directors of the Company. All cash and investment funds in the Plan are held in trust by Amarillo National Bank, the trustee. However, investment decisions are made by the Investment Committee, as described earlier in Note 1.

Administrative expenses for the trustee's fees, third-party investment advisor fees and Plan audit fees are paid by the Plan. Certain administrative functions are performed by officers or employees of the Company; however, such officers and employees receive no compensation from the Plan.

NOTE 4 - INCOME TAX STATUS

The Plan has not received a determination letter on their adoption of the non-standardized prototype plan. In accordance with Revenue Procedure 2003-6, the Plan administrator has chosen to rely on the opinion letter, dated March 31, 2008 that has been issued to the prototype. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with applicable requirements of the IRC and, therefore, believes that 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. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

NOTE 5 - INFORMATION CERTIFIED BY AMARILLO NATIONAL BANK

The following is a summary of the investment information as of December 31, 2012 and 2011, included in the Plan's financial statements and supplemental schedule that were prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following investments is complete and accurate for the years ending December 31, 2012 and 2011. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following investments:

	2012	2011
Investments at fair value:		
Uninvested cash	$ -	$ 26,293
Money market fund	$ 3,223,246	$ 3,040,934
Corporate bonds	$ 3,192,067	$ 3,602,750
Common stocks	$ 8,098,244	$ 6,585,327
Cash value in life insurance	$ 11,614	$ 11,614
Interest and dividends receivable	$ 28,056	$ 28,497

Investments that represent 5% or more of the Plan's net assets are separately identified, as follows:

Fidelity investments - money market fund	$ 3,223,246	$ 3,040,934

Amarillo National Bank also certified to the completeness and accuracy of $965,709 of net appreciation in fair value of investments and $232,889 of interest and dividends related to the aforementioned investments for the year ended December 31, 2012.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by Amarillo National Bank qualify as party-in-interest transactions.

NOTE 7 - RISKS AND UNCERTAINTIES

The Plan may invest in various types of 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 such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 8 - PLAN TERMINATION

While there is no intention to do so, the Company reserves the right to terminate the Plan. In the event of termination of the Plan, the participants become fully vested in their employer contribution balances and the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of ERISA.

NOTE 9 - FAIR VALUE MEASUREMENTS

The Plan complies with ASC Topic 820-10, *Fair Value* Measurements (ASC 820-10), which provides a framework for measuring fair value under generally accepted accounting principles. ASC 820-10 applies to all financial assets and liabilities that are being measured and reported on a fair value basis. As defined in ASC 820-10, 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. In determining fair value, the Plan uses various methods including market, income and cost approaches. Based on these approaches, the Plan often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

NOTE 9 - FAIR VALUE MEASUREMENTS (continued)

Level 1: Quoted market prices in active markets for identical assets or liabilities. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities.

Level 3: Unobservable inputs that are not corroborated by market data. Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

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.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below:

Money market fund: Valued at the current market value of the securities in their portfolios using available market quotations.

Common stocks and corporate bonds: Valued at the closing price reported on the active market on which the individual securities are traded.

Cash value in life insurance: Cash value in life insurance is valued at the plans basis in the insurance policy plus earnings.

NOTE 9 - FAIR VALUE MEASUREMENTS (continued)

In determining the appropriate levels, the Plan performs a detailed analysis of the assets and liabilities that are subject to fair value measurement. The following table summarizes the financial assets measured at fair value on a recurring basis at December 31, 2012 and 2011:

	Fair Value Measurements Using 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money Market Fund	$3,223,246	$ -	$ -	$3,223,246
Corporate Bonds	3,192,067	-	-	3,192,067
Common Stocks	8,098,244	-	-	8,098,244
Cash Value in Life Insurance	-	-	11,614	11,614
Total Investments at Fair Value	$14,513,557	$ -	$11,614	$14,525,171

	Fair Value Measurements Using 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Money Market Fund	$3,040,934	$ -	$ -	$3,040,934
Corporate Bonds	3,602,750	-	-	3,602,750
Common Stocks	6,585,327	-	-	6,585,327
Cash Value in Life Insurance	-	-	11,614	11,614
Total Investments at Fair Value	$13,229,011	$ -	$11,614	$13,240,625

NOTE 9 - FAIR VALUE MEASUREMENTS (continued)

Level 3 Gains and Losses
Level 3 assets consist of a single life insurance policy held by the Plan. The Plan utilizes Prudential Financial, Inc. in valuing the life insurance policy. The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012 and 2011.

Cash Surrender Value Life Insurance	**Level 3 Assets**	
	2012	**2011**
Balance, beginning of year	$11,614	$10,990
Unrealized gains/(losses) relating to instruments still held at the reporting date	-	624
Distributions/Cancellation of policy	-	-
Balance, end of year	$11,614	$11,614

Changes in Fair Value and Related Gains and Losses
During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $965,709.

SUPPLEMENTAL SCHEDULE

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Amarillo National Bank)
December 31, 2012

(b) Identity of issuer, 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:			
Fidelity Investments	Fidelity Treasury; 3,223,246 units	$ 3,223,246	$ 3,223,246
Life Insurance Policy:			
Prudential Life Insurance Company of America	Policy #72085967 - Roy L. Stollings; Face Amount $42,660	1	11,614
	Total Life Insurance Policy	1	11,614
Corporate Bonds:			
JP Morgan Chase	1.650%, due September 30, 2013, $250,000 par	251,283	252,071
3M Company Med Term NTS	4.375%, due August 15, 2013, $200,000 par	201,132	205,117
Wells Fargo & Co	1.250%, due February 13, 2015, $175,000 par	174,728	176,641
Duke Energy Corporation	3.950%, due September 15, 2014, $150,000 par	152,145	157,958
Pepsico Inc	3.100%, due January 15, 2015, $150,000 par	152,070	157,433
Sherwin Williams	3.125%, due December 15, 2014, $150,000 par	150,497	156,999
Celgene Corp	2.450%, due October 15, 2015, $150,000 par	153,946	155,656
Texas INSTRS Inc	1.375%, due May 15, 2014, $150,000 par	152,359	151,989
U.S Bancorp	2.000%, due June 14, 2013, $150,000 par	153,519	151,082
Kraft Foods Inc	2.625%, due May 8, 2013, $150,000 par	154,160	150,951
IBM Corp	2.100%, due May 6, 2013, $150,000 par	149,919	150,936
Novartis Capital Corp	1.900%, due April 24, 2013, $150,000 par	153,386	150,779
Shell International Fin BV	1.875%, due March 25, 2013, $150,000 par	153,021	150,535
EI DU PONT DE Nemour and Co.	3.250%, due January 15, 2015, $125,000 par	127,469	131,578
Adobe Systems Inc	3.250%, due February 1, 2015, $125,000 par	128,345	130,898
Wal-Mart Stores	3.200%, due May 15, 2014, $100,000 par	100,688	103,881
Microsoft Corp	2.950%, due June 1, 2014, $100,000 par	100,149	103,684
Verizon Communications Inc	1.950%, due March 28, 2014, $100,000 par	102,214	101,808
Honeywell International Inc.	4.250%, due March 1, 2013, $100,000 par	100,782	100,627
AT& T Inc Global NT	.875%, due February 13, 2015, $100,000 par	100,706	100,469
Sysco Corp	4.200%, due February 12, 2013, $100,000 par	101,036	100,395
Hewlett Packard Corp	4.250%, due February 24, 2012, $100,000 par	101,339	100,137
Agilient Technologies Inc	2.500%, due July 15, 2013, $50,000 par	50,344	50,443
	Total Corporate Bonds	3,165,237	3,192,067
Common Stocks:			
Kirby Corporation	4,500 shares	52,610	278,505
International Business Machines	1,400 shares	147,344	268,170
Danaher Corp. DE	4,600 shares	155,411	257,140
Noble Energy Inc.	2,500 shares	50,078	254,350
Roper Industries Inc.	2,000 shares	117,880	222,960
Cullen Frost Banks Inc.	4,000 shares	35,792	217,080
Apple Computer Inc.	400 shares	59,664	212,869
Cabot Oil & Gas Corporation	4,000 shares	10,196	198,960
Abbott Laboratories	3,000 shares	133,418	196,500
Thermo Electron CP	3,000 shares	96,171	191,340
Exxon Mobil Corporation	2,200 shares	50,350	190,410

See accompanying independent auditors' report

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Amarillo National Bank)
December 31, 2012

(b) Identity of issuer, 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
Common Stocks (continued)**:**			
Monsanto Co New Com	2,000 shares	137,978	189,300
Range Resources Corporation	3,000 shares	77,115	188,490
Adobe Systems Inc.	5,000 shares	155,441	188,400
FMC Corporation	3,000 shares	64,511	175,560
Amgen, Inc. Com	2,000 shares	135,091	172,400
Dentsply International	4,300 shares	120,239	170,323
Kimberly Clark	2,000 shares	60,368	168,860
Pfizer, Inc.	6,500 shares	172,276	163,015
Jarden Corporation	3,000 shares	92,266	155,100
Comerica Inc.	5,000 shares	160,063	151,700
Martin Marietta Matls Inc.	1,600 shares	144,592	150,848
Northern Trust Corporation	3,000 shares	30,226	150,480
Proctor & Gamble	2,200 shares	87,365	149,358
Rockwell Collins, Inc.	2,500 shares	119,939	145,425
Coca-Cola Company	4,000 shares	94,564	145,000
ConocoPhillips Company	2,500 shares	134,177	144,975
US Bancorp Del Com New	4,500 shares	140,134	143,730
Trimble Navigation LTD	2,400 shares	46,546	143,472
Pepsico Inc.	2,000 shares	89,625	136,860
Wells Fargo & Company	4,000 shares	114,495	136,720
Tractor Supply Company	1,500 shares	26,383	132,540
Emerson Electric Company	2,500 shares	91,088	132,400
Verizon Communications Com	3,030 shares	139,760	131,108
Honeywell International Inc.	2,000 shares	92,142	126,940
EMC Corp	5,000 shares	57,608	126,500
Union Pacific Corporation	1,000 shares	82,179	125,720
Pall CP	2,000 shares	96,020	120,520
Microsoft Corporation	4,500 shares	145,491	120,194
Time Warner Inc.	2,500 shares	60,176	119,575
E.I. Dupont De Nemours & Company	2,500 shares	77,417	112,446
Perkinelmer Inc.	3,500 shares	79,528	111,090
Walgreen Company	3,000 shares	14,598	111,030
Johnson & Johnson	1,500 shares	93,924	105,150
Waste Management, Inc.	3,000 shares	76,184	101,220
Google Inc.	140 shares	89,450	99,033
V.F. Corporation	650 shares	98,300	98,131
Allergan, Inc.	1,000 shares	88,415	91,730
Covidien PLC	1,500 shares	73,181	86,610
Tiffany & Co.	1,370 shares	98,879	78,556

FIRSTPERRYTON BANCORP, INC.
EMPLOYEES' PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Amarillo National Bank)
December 31, 2012

(b) Identity of issuer, 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
Common Stocks (continued)**:**			
Waste Connections Inc	2,000 shares	64,933	67,580
AT&T Inc.	2,000 shares	49,907	67,420
Franklin Elec Inc.	1,000 shares	52,925	62,031
Foster Wheeler LTD	2,500 shares	61,059	60,800
National Instruments Corp	2,000 shares	50,876	51,620
	Total Common Stocks	4,946,348	8,098,244
	Total Investments, at fair value	$ 11,334,832	$ 14,525,171

The above information has been certified by Amarillo National Bank, the trustee, as complete and accurate.

PARTY IN INTEREST -
IDENTITY - 3M Company Med Term
DESCRIPTION - 4.375%, due August 1
COST - 201132
CURRENT VALUE - 205117

PARTY IN INTEREST -
IDENTITY - Abbott Laboratories
DESCRIPTION - 3,000 shares
COST - 133418
CURRENT VALUE - 196500

PARTY IN INTEREST -
IDENTITY - Adobe Systems Inc
DESCRIPTION - 3.250%, due February
COST - 128345
CURRENT VALUE - 130898

PARTY IN INTEREST -
IDENTITY - Adobe Systems Inc.
DESCRIPTION - 5,000 shares
COST - 155441
CURRENT VALUE - 188400

PARTY IN INTEREST -
IDENTITY - Agilient Technologie
DESCRIPTION - 2.500%, due July 15,
COST - 50344
CURRENT VALUE - 50443

PARTY IN INTEREST -
IDENTITY - Allergan, Inc.
DESCRIPTION - 1000 shares
COST - 88416
CURRENT VALUE - 91730

PARTY IN INTEREST -
IDENTITY - Amgen, Inc. Com
DESCRIPTION - 2,000 shares
COST - 135092
CURRENT VALUE - 172400

PARTY IN INTEREST -
IDENTITY - Apple Computer Inc.
DESCRIPTION - 400 shares
COST - 59664
CURRENT VALUE - 212869

PARTY IN INTEREST -
IDENTITY - AT& T Inc Global NT
DESCRIPTION - .875%, due February
COST - 100706
CURRENT VALUE - 100469

PARTY IN INTEREST -
IDENTITY - AT&T Inc.
DESCRIPTION - 2,000 shares
COST - 49907
CURRENT VALUE - 67420

PARTY IN INTEREST -
IDENTITY - Cabot Oil & Gas Corp
DESCRIPTION - 4,000 shares
COST - 10196
CURRENT VALUE - 198960

PARTY IN INTEREST -
IDENTITY - Celgene Corp
DESCRIPTION - 2.450%, due October
COST - 153947
CURRENT VALUE - 155656

PARTY IN INTEREST -
IDENTITY - Coca-Cola Company
DESCRIPTION - 4,000 shares
COST - 94564
CURRENT VALUE - 145000

PARTY IN INTEREST -
IDENTITY - Comerica Inc.
DESCRIPTION - 5,000 shares
COST - 160064
CURRENT VALUE - 151700

PARTY IN INTEREST -
IDENTITY - ConocoPhillips Compa
DESCRIPTION - 2,500 shares
COST - 134177
CURRENT VALUE - 144975

PARTY IN INTEREST -
IDENTITY - Covidien PLC
DESCRIPTION - 1,500 shares
COST - 73181
CURRENT VALUE - 86610

PARTY IN INTEREST -
IDENTITY - Cullen Frost Banks I
DESCRIPTION - 4,000 shares
COST - 35792
CURRENT VALUE - 217080

PARTY IN INTEREST -
IDENTITY - Danaher Corp. DE
DESCRIPTION - 4,600 shares
COST - 155411
CURRENT VALUE - 257140

PARTY IN INTEREST -
IDENTITY - Dentsply Internation
DESCRIPTION - 4,300 shares
COST - 120239
CURRENT VALUE - 170323

PARTY IN INTEREST -
IDENTITY - Duke Energy Corporat
DESCRIPTION - 3.950%, due Septembe
COST - 152145
CURRENT VALUE - 157958

PARTY IN INTEREST -
IDENTITY - E.I. Dupont De Nemou
DESCRIPTION - 2,500 shares
COST - 77417
CURRENT VALUE - 112446

PARTY IN INTEREST -
IDENTITY - EI DU PONT DE Nemour
DESCRIPTION - 3.250%, due January
COST - 127469
CURRENT VALUE - 131578

PARTY IN INTEREST -
IDENTITY - EMC Corp
DESCRIPTION - 5,000 shares
COST - 57608
CURRENT VALUE - 126500

PARTY IN INTEREST -
IDENTITY - Emerson Electric Com
DESCRIPTION - 2,500 shares
COST - 91088
CURRENT VALUE - 132400

PARTY IN INTEREST -
IDENTITY - Exxon Mobil Corporat
DESCRIPTION - 2,200 shares
COST - 50350
CURRENT VALUE - 190410

PARTY IN INTEREST -
IDENTITY - Fidelity Investments
DESCRIPTION - Fidelity Treasury; 3
COST - 3223246
CURRENT VALUE - 3223246

PARTY IN INTEREST -
IDENTITY - FMC Corporation
DESCRIPTION - 3,000 shares
COST - 64512
CURRENT VALUE - 175560

PARTY IN INTEREST -
IDENTITY - Foster Wheeler LTD
DESCRIPTION - 2,500 shares
COST - 61059
CURRENT VALUE - 60800

PARTY IN INTEREST -
IDENTITY - Franklin Elec Inc.
DESCRIPTION - 1,000 shares
COST - 52925
CURRENT VALUE - 62031

PARTY IN INTEREST -
IDENTITY - Google Inc.
DESCRIPTION - 140 shares
COST - 89450

CURRENT VALUE - 99033

PARTY IN INTEREST -
IDENTITY - Hewlett Packard Corp
DESCRIPTION - 4.250%, due February
COST - 101339
CURRENT VALUE - 100137

PARTY IN INTEREST -
IDENTITY - Honeywell Internatio
DESCRIPTION - 4.250%, due March 1,
COST - 100782
CURRENT VALUE - 100627

PARTY IN INTEREST -
IDENTITY - Honeywell Internatio
DESCRIPTION - 2,000 shares
COST - 92142
CURRENT VALUE - 126940

PARTY IN INTEREST -
IDENTITY - IBM Corp
DESCRIPTION - 2.100%, due May 6, 2
COST - 149919
CURRENT VALUE - 150936

PARTY IN INTEREST -
IDENTITY - International Busine
DESCRIPTION - 1,400 shares
COST - 147344
CURRENT VALUE - 268170

PARTY IN INTEREST -
IDENTITY - Jarden Corporation
DESCRIPTION - 3,000 shares
COST - 92267
CURRENT VALUE - 155100

PARTY IN INTEREST -
IDENTITY - Johnson & Johnson
DESCRIPTION - 1,500 shares
COST - 93924
CURRENT VALUE - 105150

PARTY IN INTEREST -
IDENTITY - JP Morgan Chase
DESCRIPTION - 1.650%, due Septembe
COST - 251283
CURRENT VALUE - 252071

PARTY IN INTEREST -
IDENTITY - Kimberly Clark
DESCRIPTION - 2,000 shares
COST - 60368
CURRENT VALUE - 168860

PARTY IN INTEREST -
IDENTITY - Kirby Corporation
DESCRIPTION - 4,500 shares

COST - 52610
CURRENT VALUE - 278505

PARTY IN INTEREST -
IDENTITY - Kraft Foods Inc
DESCRIPTION - 2.625%, due May 8, 2
COST - 154160
CURRENT VALUE - 150951

PARTY IN INTEREST -
IDENTITY - Martin Marietta Matl
DESCRIPTION - 1,600 shares
COST - 144592
CURRENT VALUE - 150848

PARTY IN INTEREST -
IDENTITY - Microsoft Corp
DESCRIPTION - 2.950%, due June 1,
COST - 100149
CURRENT VALUE - 103684

PARTY IN INTEREST -
IDENTITY - Microsoft Corporatio
DESCRIPTION - 4,500 shares
COST - 145491
CURRENT VALUE - 120194

PARTY IN INTEREST -
IDENTITY - Monsanto Co New Com
DESCRIPTION - 2,000 shares
COST - 137978
CURRENT VALUE - 189300

PARTY IN INTEREST -
IDENTITY - National Instruments
DESCRIPTION - 2,000 shares
COST - 50874
CURRENT VALUE - 51620

PARTY IN INTEREST -
IDENTITY - Noble Energy Inc.
DESCRIPTION - 2,500 shares
COST - 50078
CURRENT VALUE - 254350

PARTY IN INTEREST -
IDENTITY - Northern Trust Corpo
DESCRIPTION - 3,000 shares
COST - 30226
CURRENT VALUE - 150480

PARTY IN INTEREST -
IDENTITY - Novartis Capital Cor
DESCRIPTION - 1.900%, due April 24
COST - 153386
CURRENT VALUE - 150779

PARTY IN INTEREST -
IDENTITY - Pall CP

DESCRIPTION - 2,000 shares
COST - 96020
CURRENT VALUE - 120520

PARTY IN INTEREST -
IDENTITY - Pepsico Inc
DESCRIPTION - 3.100%, due January
COST - 152070
CURRENT VALUE - 157433

PARTY IN INTEREST -
IDENTITY - Pepsico Inc.
DESCRIPTION - 2,000 shares
COST - 89625
CURRENT VALUE - 136860

PARTY IN INTEREST -
IDENTITY - Perkinelmer Inc.
DESCRIPTION - 3,500 shares
COST - 79528
CURRENT VALUE - 111090

PARTY IN INTEREST -
IDENTITY - Pfizer, Inc.
DESCRIPTION - 6,500 shares
COST - 172276
CURRENT VALUE - 163015

PARTY IN INTEREST -
IDENTITY - Proctor & Gamble
DESCRIPTION - 2,200 shares
COST - 87365
CURRENT VALUE - 149358

PARTY IN INTEREST -
IDENTITY - Prudential Life Insu
DESCRIPTION - Policy #72085967 - R
COST - 1
CURRENT VALUE - 11614

PARTY IN INTEREST -
IDENTITY - Range Resources Corp
DESCRIPTION - 3,000 shares
COST - 77115
CURRENT VALUE - 188490

PARTY IN INTEREST -
IDENTITY - Rockwell Collins, In
DESCRIPTION - 2,500 shares
COST - 119939
CURRENT VALUE - 145425

PARTY IN INTEREST -
IDENTITY - Roper Industries Inc
DESCRIPTION - 2,000 shares
COST - 117880
CURRENT VALUE - 222960

PARTY IN INTEREST -

IDENTITY - Shell International
DESCRIPTION - 1.875%, due March 25
COST - 153021
CURRENT VALUE - 150535

PARTY IN INTEREST -
IDENTITY - Sherwin Williams
DESCRIPTION - 3.125%, due December
COST - 150497
CURRENT VALUE - 156999

PARTY IN INTEREST -
IDENTITY - Sysco Corp
DESCRIPTION - 4.200%, due February
COST - 101036
CURRENT VALUE - 100395

PARTY IN INTEREST -
IDENTITY - Texas INSTRS Inc
DESCRIPTION - 1.375%, due May 15,
COST - 152360
CURRENT VALUE - 151989

PARTY IN INTEREST -
IDENTITY - Thermo Electron CP
DESCRIPTION - 3,000 shares
COST - 96171
CURRENT VALUE - 191340

PARTY IN INTEREST -
IDENTITY - Tiffany & Co.
DESCRIPTION - 1370 shares
COST - 98879
CURRENT VALUE - 78556

PARTY IN INTEREST -
IDENTITY - Time Warner Inc.
DESCRIPTION - 2,500 shares
COST - 60176
CURRENT VALUE - 119575

PARTY IN INTEREST -
IDENTITY - Tractor Supply Compa
DESCRIPTION - 1,500 shares
COST - 26383
CURRENT VALUE - 132540

PARTY IN INTEREST -
IDENTITY - Trimble Navigation L
DESCRIPTION - 2,400 shares
COST - 46546
CURRENT VALUE - 143472

PARTY IN INTEREST -
IDENTITY - U.S Bancorp
DESCRIPTION - 2.000%, due June 14,
COST - 153519
CURRENT VALUE - 151082

PARTY IN INTEREST -
IDENTITY - Union Pacific Corpor
DESCRIPTION - 1,000 shares
COST - 82179
CURRENT VALUE - 125720

PARTY IN INTEREST -
IDENTITY - US Bancorp Del Com N
DESCRIPTION - 4,500 shares
COST - 140134
CURRENT VALUE - 143730

PARTY IN INTEREST -
IDENTITY - V.F. Corporation
DESCRIPTION - 650 shares
COST - 98300
CURRENT VALUE - 98131

PARTY IN INTEREST -
IDENTITY - Verizon Communicatio
DESCRIPTION - 3,030 shares
COST - 139760
CURRENT VALUE - 131108

PARTY IN INTEREST -
IDENTITY - Verizon Communicatio
DESCRIPTION - 1.950%, due March 28
COST - 102214
CURRENT VALUE - 101808

PARTY IN INTEREST -
IDENTITY - Walgreen Company
DESCRIPTION - 3,000 shares
COST - 14598
CURRENT VALUE - 111030

PARTY IN INTEREST -
IDENTITY - Wal-Mart Stores
DESCRIPTION - 3.200%, due May 15,
COST - 100688
CURRENT VALUE - 103881

PARTY IN INTEREST -
IDENTITY - Waste Connections In
DESCRIPTION - 2,000 shares
COST - 64933
CURRENT VALUE - 67580

PARTY IN INTEREST -
IDENTITY - Waste Management, In
DESCRIPTION - 3,000 shares
COST - 76184
CURRENT VALUE - 101220

PARTY IN INTEREST -
IDENTITY - Wells Fargo & Co
DESCRIPTION - 1.250%, due February
COST - 174729
CURRENT VALUE - 176641

PARTY IN INTEREST -
IDENTITY - Wells Fargo & Compan
DESCRIPTION - 4,000 shares
COST - 114495
CURRENT VALUE - 136720