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
HG 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

HANKEY INVESTMENT CORPORATION LP

4751 WILSHIRE BLVD, SUITE 110
LOS ANGELES, CA 90010

2b Employer Identification Number (EIN)
95-4361557

2c Sponsor's telephone number
323-692-4008

2d Business code (see instructions)
441110

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	GRACIA ANG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	EUGENE LEYDIKER
	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**	1145
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**	1870
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	173
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2043
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	2045
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	933
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

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)	[X]	**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
HG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HANKEY INVESTMENT CORPORATION LP

D Employer Identification Number (EIN)
95-4361557

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

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(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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 49 50 52 60 62 63 64	SERVICE PROVIDER	82395	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

KOBAYASHI & COMPANY

95-4297925

(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 50	SERVICE PROVIDER	15000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HANKEY INVESTMENT CORPORATION LP

D Employer Identification Number (EIN)
95-4361557

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N60

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251407-001	C	2486384

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
HG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HANKEY INVESTMENT CORPORATION LP

D Employer Identification Number (EIN)
95-4361557

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		20555256
(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)	1306560	1562383
(9) Value of interest in common/collective trusts	1c(9)	18148643	2486384
(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)	5665361	7168965
(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	25120564	31772988
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25120564	31772988

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)	864034	
(B) Participants	2a(1)(B)	2241681	
(C) Others (including rollovers)	2a(1)(C)	3106331	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6212046
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	58506	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58506
(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)	224896	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		224896
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2125312	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1965880	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		159432
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2662715	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		2662715

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		39313
(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)		609219
c Other income	2c		4150
d Total income. Add all **income** amounts in column (b) and enter total	2d		9970277
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3204157	
(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)		3204157
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		9432
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	104264	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		104264
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3317853
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6652424
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: KOBAYASHI & COMPANY **(2)** EIN: 95-4297925

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HG 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HANKEY INVESTMENT CORPORATION LP

D Employer Identification Number (EIN)
95-4361557

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): 41-6257133

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):

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

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KOBAYASHI & COMPANY
Certified Public Accountants
Management Consultants
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Pasadena, CA 91107
Phone: (626) 683-5757 • Fax: (626) 683-5767
(800) 683-4342 • E-Mail: tkobayashi@carcpa.com

Ted Kobayashi, CPA
tkobayashi@carcpa.com

Independent Auditors' Report

The Administrator of
HG 401(k) Plan
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of HG 401(k) 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, as listed in the accompanying index.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified accrual basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principals; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 7, which was certified by Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian 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 custodian is complete and accurate.

HG 401(k) Plan
Independent Auditors' Report

Disclaimer of Opinion

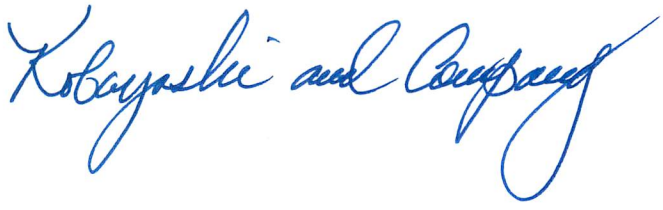
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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, 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.



Pasadena, California
June 26, 2013

HG 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND DECEMBER 31, 2011
(Modified Accrual Basis)

ASSETS

	12/31/12	12/31/11
Investments, at fair value (Note 7 and 10):		
Mutual funds	$ 20,555,256	$ 15,345,763
Common/collective trusts	2,486,384	2,802,879
Registered investment companies	7,168,965	5,665,361
Total investments	30,210,605	23,814,003
Receivables:		
Notes receivable from participants (Note 1)	1,562,383	1,306,560
Employer contributions	883,135	858,370
Participant contributions	3,612	3,927
Total receivables	2,449,130	2,168,857
Net assets available for benefits	$ 32,659,735	$ 25,982,860

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

HG 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012
(Modified Accrual Basis)

Additions to net assets attributed to:		
Investment income:		
Gain from common/collective trusts	$ 39,313	
Gain from registered investment companies	609,219	
Realized/unrealized gains from mutual funds	2,822,148	
Dividends from registered investment companies	224,896	
Interest	58,506	
Other income	4,150	$ 3,758,232
Contributions (Note 1):		
Employer	888,799	
Participants	2,241,366	
Other	3,106,331	6,236,496
Total additions		9,994,728
Deductions from net assets attributed to:		
Benefits paid directly to participants (Note 1)	3,204,157	
Deemed distributions of loans	9,432	
Administrative expenses	104,264	
Total deductions		3,317,853
Net increase		6,676,875
Net assets available for benefits:		
January 1, 2012		25,982,860
December 31, 2012		$ 32,659,735

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

HG 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

1. Description of the plan:

The following description of the HG 401(k) Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan set up to cover all employees of Hankey Investment Company, LP (the "Company") and its affiliates: Westlake Financial Services, Inc., Toyota of North Hollywood, Inc.., Midway Rent-A-Car, Inc., Nowcom Corporation, , HFC Acceptance, LLC, Molino and Associates, and Knight Management Insurance Services, LLC.

Employees who have six months of service and are age eighteen or older are eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Income taxes:

The Plan obtained its latest determination letter on January 18, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Contributions:

It is the intention of the Company to make discretionary contributions to the Plan in such amounts determined by resolutions of the Board of Directors. The Company has matched 100% of contributions up to 2% of compensation, with a dollar match limit of $5,000 for the current year. Participants must contribute a minimum of 2% of their annual compensation. The maximum allowable deferral by a participant is the lesser of the statutory maximum for the year or 20% of the participant's annual compensation, subject to the contribution limitations of the Internal Revenue Code. For the year ended December 31, 2012, elective deferral amount allowed under IRC Code Section 402(g) was $17,000, and catch-up contribution allowed for participants age 50 or older, under IRC Code Section 414(v) was $5,500. This deferred amount flows directly to the Plan.

Allocations of Company contributions and Plan earnings are made only to those participants who are employed on the Plan Anniversary Date. New entrants, and those who were not participants on the prior anniversary date, are excluded from forfeiture allocations.

1. Description of the plan (continued):

Participant accounts:

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution, Plan earnings, and forfeitures of terminated participants' non-vested accounts for those eligible for each allocation, respectively. Allocations are made proportionately to participants' annual compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their 401(k) deferral and voluntary nondeductible contributions. Vesting in their basic profit sharing accounts is based on years of continuous service. A participant is 100% vested after five years of credited service. The vesting schedule is as follows:

Vesting years of service	Vested percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	100%

Payment of benefits:

The normal retirement age is a participant's 65th birthday or, if later, the 10th anniversary of the first day of the Plan year in which his participation commenced. Upon death, disability or retirement (at or after normal retirement age or date) of a participant who has not incurred a separation from service, his account balance is 100% vested. A participant who incurs a termination of employment prior to his normal retirement age is entitled to that portion of his basic profit sharing account balance earned to date, with vesting based upon the years of service credited as of the date of termination of employment.

On termination of service, a participant may receive a lump-sum amount equal to the value of his or her account.

1. Description of the plan (continued):

Payment of benefits (continued):

In general, unless a participant elects to have his benefits under the Plan paid at a later date, the payment of benefits to him will begin no later than the 60th day after the close of the Plan year in which the latest of the following events occurs:

- the date on which the participant attains the earlier of age sixty-five;
- the 10th anniversary of the year in which the participant commenced participation in the Plan; or
- the participant terminates his employment.

Forfeitures:

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $38,189 and $62,971, respectively. Forfeitures are first applied to administrative expenses of the Plan. Any remaining forfeitures are used to reduce discretionary matching and nonelective contributions. In 2012, $55,200 in forfeitures were used to pay administrative expenses of the Plan.

Notes receivable from participants:

Participant loans against individual Plan balances are allowed; however, total loan amount cannot exceed 50 percent of the individual's vested interest balance or $50,000, whichever is less. The minimum loan amount is $1,000. The loans bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Upon termination of employee, the remaining outstanding loan balance is netted with the participant's vested Plan balance before final distribution to the participant.

2. Summary of accounting policies:

Date of Management's review:

Subsequent events were evaluated through June 26, 2013, which is the date the financial statements were available to be issued.

Basis of accounting:

The financial statements of the Plan are prepared under the modified accrual basis of accounting. That is, the asset amounts are reflected on a cash basis except for the contributions receivable. The contributions are reported on a Plan year accrual basis.

2. Summary of accounting policies (continued):

Basis of accounting (continued):

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and change therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Notes receivable from participants:

Notes receivable from participants are reported 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 or 2011. 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.

Investment valuation and income recognition:

The Plan’s investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the Investment advisers, custodians, and insurance company. See Note 7 for discussion of fair value measurements.

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

2. Summary of accounting policies (continued):

Payment of benefits:

Benefits are recorded when paid.

Expenses:

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

3. Concentration of credit risk:

Financial instruments, which potentially subject the Plan to concentrations of credit risk, consist primarily of cash contributed and investment funds.

Since all cash is allocated to investment funds within a diversified portfolio, there are no significant concentrations of risk. In addition, the contributions and funds are owned by individual participants, therefore limiting any risk of loss.

4. Plan termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at anytime subject to the provisions of ERISA. In the event of Plan termination, participants will be 100% vested in their accounts.

5. 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 amount reported in the Statement of Net Assets Available for Benefits.

6. Related-party transactions:

During the year ended December 31, 2012, there were no related-party transactions which are prohibited by ERISA and for which there are no statutory or administrative exemptions.

Don R. Hankey, the trustee of the Plan and the principal owner of each of the Hankey Group companies, is the fund manager of the HG 401(k) Value Fund, which was valued at $20,55,256 as of December 31, 2012.

7. Investments:

The following table presents the fair value of investments at December 31, 2012:

	Fair value at 12/31/12	Fair value at 12/31/11
Mutual funds:		
HG 401(k) Value Fund	$ 20,555,256	$ 15,345,764
Common/collective trusts:		
Wells Fargo Coll Stble Rtn	2,486,384	2,802,878
Registered investment companies:		
WF Advtg Total Return Bond-Adm	2,166,941	1,634,303
American Funds Income Fund R4	993,969	778,549
WF Advantage Index Fund-Adm	1,262,475	1,040,340
WF Advtg Small Co Value-Adm	1,631,426	1,302,760
American Fds Eurpacific Growth	1,114,154	909,409
Total registered investment companies	7,168,965	5,665,361
Grand total	$ 30,210,605	$ 23,814,003

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 $3,695,576 as follows:

Mutual funds	$ 2,822,148
Common/collective trusts	834,115
Registered investment companies	39,313
	$ 3,695,576

8. Reportable transactions:

There are no transactions representing 5% or more of total plan net assets required to be disclosed.

9. Certified investments:

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accruate by Wells Fargo Bank, N.A. (the custodian of the Plan).

10. Fair value measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 2 Fair Value Measurements

Wells Fargo employs the services of Interactive Data Corporation (IDC), a major supplier of securities pricing, to provide the price/net asset value (NAV) of mutual funds. IDC provides Wells Fargo with the NAV as determined by the mutual fund distributor each day the NAV is determined (typically, each day the New York Stock Exchange is open). The HG 401(k) Value Fund account is directed by Don Hankey. Investments held in participant self-directed accounts are typically market traded securities. As such, the statement value will be the price of the security's last trade registered on the security's market of record on the reporting date.

Wells Fargo receives the price/NAV for a common/collective trust fund (CCT) directly from the trustee of the CCT each period for which the trustee determines an NAV. The NAV is determined in accordance with a valuation methodology adopted by the CCT's trustee. This valuation is exclusive of any necessary adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

10. Fair value measurements (continued):

Level 2 Fair Value Measurements (continued)

Accounting Standards Codification ("ASC") 820 allows NAV per share to serve as a practical expedient to estimate the fair value as long as certain requirements are met. ASC 820 goes on to state that where NAV is allowed to be used as an estimate of fair value, if the reporting entity has the ability to redeem it's investment at NAV as of the measurement date, that investment shall be categorized as a level 2 fair value measurement. The Plan's Investment Committee has determined that Level 2 is the correct designation for these investments.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of the end of the Plan year:

		Fair value measurements using:		
	Fair value	Level 1 inputs	Level 2 inputs	Level 3 inputs
December 31, 2012				
Common collective trusts	$ 2,486,384	$ 0	$ 2,486,384	$ 0
Mutual funds	27,724,221	0	27,724,221	0
Total	$ 30,210,605	$ 0	$ 30,210,605	$ 0
December 31, 2011				
Common collective trusts	$ 2,802,879	$ 0	$ 2,802,879	$ 0
Mutual funds	21,011,124	0	21,011,124	0
Total	$ 23,814,003	$ 0	$ 23,814,003	$ 0

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

11. Reconciliation of financial statements to Form 5500:

The Form 5500 does not disclose all employer and participant contributions receivable as of the end of each year. As of December 31, 2012, the total employer and participant contributions receivable recorded on the statement of net assets available for benefits, but not the Form 5500, were $883,135 and $3,612, respectively. Consequently, there is a timing difference for the reporting period as illustrated below.

	Employer	Participant
Contributions per financial statements	$ 888,799	$ 2,241,366
Less: contributions receivable at December 31, 2012	(883,135)	(3,612)
Plus: contributions receivable at December 31, 2011	858,370	3,927
Contributions per Form 5500	$ 864,034	$ 2,241,681

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HG 401(k) Plan

EIN # 95-4361557
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment,	(d) Cost	(e) Current Value
*	Wells Fargo Coll Stble Rtn(s)	Common/Collective Trust	**	2,486,384
*	HG 401(k) Value Fund	Common/Collective Trust		20,555,256
*	WF Advtg Total Return Bond-Adm	Registered Investmetn Co.		2,166,941
*	American Funds Income Fund R4	Registered Investmetn Co.		993,969
*	WF Advantage Index Fund-Adm	Registered Investmetn Co.		1,262,475
*	WF Advtg Small Co Value-Adm	Registered Investmetn Co.		1,631,426
*	American Fds Eurpacific Growth	Registered Investmetn Co.		1,114,154

** Cost information is not required as the Plan is participant-directed

30,210,605

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

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Independent Auditors' Report

The Administrator of
HG 401(k) Plan
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of HG 401(k) 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, as listed in the accompanying index.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified accrual basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principals; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 7, which was certified by Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian 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 custodian is complete and accurate.

HG 401(k) Plan
Independent Auditors' Report

Disclaimer of Opinion

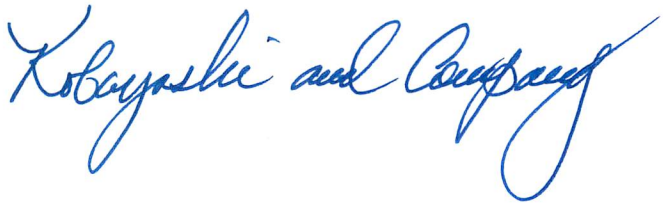
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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, 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.



Pasadena, California
June 26, 2013

HG 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND DECEMBER 31, 2011
(Modified Accrual Basis)

ASSETS

	12/31/12	12/31/11
Investments, at fair value (Note 7 and 10):		
Mutual funds	$ 20,555,256	$ 15,345,763
Common/collective trusts	2,486,384	2,802,879
Registered investment companies	7,168,965	5,665,361
Total investments	30,210,605	23,814,003
Receivables:		
Notes receivable from participants (Note 1)	1,562,383	1,306,560
Employer contributions	883,135	858,370
Participant contributions	3,612	3,927
Total receivables	2,449,130	2,168,857
Net assets available for benefits	$ 32,659,735	$ 25,982,860

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

HG 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012
(Modified Accrual Basis)

Additions to net assets attributed to:		
Investment income:		
Gain from common/collective trusts	$ 39,313	
Gain from registered investment companies	609,219	
Realized/unrealized gains from mutual funds	2,822,148	
Dividends from registered investment companies	224,896	
Interest	58,506	
Other income	4,150	$ 3,758,232
Contributions (Note 1):		
Employer	888,799	
Participants	2,241,366	
Other	3,106,331	6,236,496
Total additions		9,994,728
Deductions from net assets attributed to:		
Benefits paid directly to participants (Note 1)	3,204,157	
Deemed distributions of loans	9,432	
Administrative expenses	104,264	
Total deductions		3,317,853
Net increase		6,676,875
Net assets available for benefits:		
January 1, 2012		25,982,860
December 31, 2012		$ 32,659,735

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

HG 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

1. Description of the plan:

The following description of the HG 401(k) Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan set up to cover all employees of Hankey Investment Company, LP (the "Company") and its affiliates: Westlake Financial Services, Inc., Toyota of North Hollywood, Inc.., Midway Rent-A-Car, Inc., Nowcom Corporation, , HFC Acceptance, LLC, Molino and Associates, and Knight Management Insurance Services, LLC.

Employees who have six months of service and are age eighteen or older are eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Income taxes:

The Plan obtained its latest determination letter on January 18, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Contributions:

It is the intention of the Company to make discretionary contributions to the Plan in such amounts determined by resolutions of the Board of Directors. The Company has matched 100% of contributions up to 2% of compensation, with a dollar match limit of $5,000 for the current year. Participants must contribute a minimum of 2% of their annual compensation. The maximum allowable deferral by a participant is the lesser of the statutory maximum for the year or 20% of the participant's annual compensation, subject to the contribution limitations of the Internal Revenue Code. For the year ended December 31, 2012, elective deferral amount allowed under IRC Code Section 402(g) was $17,000, and catch-up contribution allowed for participants age 50 or older, under IRC Code Section 414(v) was $5,500. This deferred amount flows directly to the Plan.

Allocations of Company contributions and Plan earnings are made only to those participants who are employed on the Plan Anniversary Date. New entrants, and those who were not participants on the prior anniversary date, are excluded from forfeiture allocations.

1. Description of the plan (continued):

Participant accounts:

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution, Plan earnings, and forfeitures of terminated participants' non-vested accounts for those eligible for each allocation, respectively. Allocations are made proportionately to participants' annual compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their 401(k) deferral and voluntary nondeductible contributions. Vesting in their basic profit sharing accounts is based on years of continuous service. A participant is 100% vested after five years of credited service. The vesting schedule is as follows:

Vesting years of service	Vested percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	100%

Payment of benefits:

The normal retirement age is a participant's 65th birthday or, if later, the 10th anniversary of the first day of the Plan year in which his participation commenced. Upon death, disability or retirement (at or after normal retirement age or date) of a participant who has not incurred a separation from service, his account balance is 100% vested. A participant who incurs a termination of employment prior to his normal retirement age is entitled to that portion of his basic profit sharing account balance earned to date, with vesting based upon the years of service credited as of the date of termination of employment.

On termination of service, a participant may receive a lump-sum amount equal to the value of his or her account.

1. Description of the plan (continued):

Payment of benefits (continued):

In general, unless a participant elects to have his benefits under the Plan paid at a later date, the payment of benefits to him will begin no later than the 60th day after the close of the Plan year in which the latest of the following events occurs:

- the date on which the participant attains the earlier of age sixty-five;
- the 10th anniversary of the year in which the participant commenced participation in the Plan; or
- the participant terminates his employment.

Forfeitures:

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $38,189 and $62,971, respectively. Forfeitures are first applied to administrative expenses of the Plan. Any remaining forfeitures are used to reduce discretionary matching and nonelective contributions. In 2012, $55,200 in forfeitures were used to pay administrative expenses of the Plan.

Notes receivable from participants:

Participant loans against individual Plan balances are allowed; however, total loan amount cannot exceed 50 percent of the individual's vested interest balance or $50,000, whichever is less. The minimum loan amount is $1,000. The loans bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Upon termination of employee, the remaining outstanding loan balance is netted with the participant's vested Plan balance before final distribution to the participant.

2. Summary of accounting policies:

Date of Management's review:

Subsequent events were evaluated through June 26, 2013, which is the date the financial statements were available to be issued.

Basis of accounting:

The financial statements of the Plan are prepared under the modified accrual basis of accounting. That is, the asset amounts are reflected on a cash basis except for the contributions receivable. The contributions are reported on a Plan year accrual basis.

2. Summary of accounting policies (continued):

Basis of accounting (continued):

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and change therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Notes receivable from participants:

Notes receivable from participants are reported 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 or 2011. 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.

Investment valuation and income recognition:

The Plan’s investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the Investment advisers, custodians, and insurance company. See Note 7 for discussion of fair value measurements.

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

2. Summary of accounting policies (continued):

Payment of benefits:

Benefits are recorded when paid.

Expenses:

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

3. Concentration of credit risk:

Financial instruments, which potentially subject the Plan to concentrations of credit risk, consist primarily of cash contributed and investment funds.

Since all cash is allocated to investment funds within a diversified portfolio, there are no significant concentrations of risk. In addition, the contributions and funds are owned by individual participants, therefore limiting any risk of loss.

4. Plan termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at anytime subject to the provisions of ERISA. In the event of Plan termination, participants will be 100% vested in their accounts.

5. 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 amount reported in the Statement of Net Assets Available for Benefits.

6. Related-party transactions:

During the year ended December 31, 2012, there were no related-party transactions which are prohibited by ERISA and for which there are no statutory or administrative exemptions.

Don R. Hankey, the trustee of the Plan and the principal owner of each of the Hankey Group companies, is the fund manager of the HG 401(k) Value Fund, which was valued at $20,55,256 as of December 31, 2012.

7. Investments:

The following table presents the fair value of investments at December 31, 2012:

	Fair value at 12/31/12	Fair value at 12/31/11
Mutual funds:		
HG 401(k) Value Fund	$ 20,555,256	$ 15,345,764
Common/collective trusts:		
Wells Fargo Coll Stble Rtn	2,486,384	2,802,878
Registered investment companies:		
WF Advtg Total Return Bond-Adm	2,166,941	1,634,303
American Funds Income Fund R4	993,969	778,549
WF Advantage Index Fund-Adm	1,262,475	1,040,340
WF Advtg Small Co Value-Adm	1,631,426	1,302,760
American Fds Eurpacific Growth	1,114,154	909,409
Total registered investment companies	7,168,965	5,665,361
Grand total	$ 30,210,605	$ 23,814,003

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 $3,695,576 as follows:

Mutual funds	$ 2,822,148
Common/collective trusts	834,115
Registered investment companies	39,313
	$ 3,695,576

8. Reportable transactions:

There are no transactions representing 5% or more of total plan net assets required to be disclosed.

9. Certified investments:

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accruate by Wells Fargo Bank, N.A. (the custodian of the Plan).

10. Fair value measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 2 Fair Value Measurements

Wells Fargo employs the services of Interactive Data Corporation (IDC), a major supplier of securities pricing, to provide the price/net asset value (NAV) of mutual funds. IDC provides Wells Fargo with the NAV as determined by the mutual fund distributor each day the NAV is determined (typically, each day the New York Stock Exchange is open). The HG 401(k) Value Fund account is directed by Don Hankey. Investments held in participant self-directed accounts are typically market traded securities. As such, the statement value will be the price of the security's last trade registered on the security's market of record on the reporting date.

Wells Fargo receives the price/NAV for a common/collective trust fund (CCT) directly from the trustee of the CCT each period for which the trustee determines an NAV. The NAV is determined in accordance with a valuation methodology adopted by the CCT's trustee. This valuation is exclusive of any necessary adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

10. Fair value measurements (continued):

Level 2 Fair Value Measurements (continued)

Accounting Standards Codification ("ASC") 820 allows NAV per share to serve as a practical expedient to estimate the fair value as long as certain requirements are met. ASC 820 goes on to state that where NAV is allowed to be used as an estimate of fair value, if the reporting entity has the ability to redeem it's investment at NAV as of the measurement date, that investment shall be categorized as a level 2 fair value measurement. The Plan's Investment Committee has determined that Level 2 is the correct designation for these investments.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of the end of the Plan year:

		Fair value measurements using:		
	Fair value	Level 1 inputs	Level 2 inputs	Level 3 inputs
December 31, 2012				
Common collective trusts	$ 2,486,384	$ 0	$ 2,486,384	$ 0
Mutual funds	27,724,221	0	27,724,221	0
Total	$ 30,210,605	$ 0	$ 30,210,605	$ 0
December 31, 2011				
Common collective trusts	$ 2,802,879	$ 0	$ 2,802,879	$ 0
Mutual funds	21,011,124	0	21,011,124	0
Total	$ 23,814,003	$ 0	$ 23,814,003	$ 0

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

11. Reconciliation of financial statements to Form 5500:

The Form 5500 does not disclose all employer and participant contributions receivable as of the end of each year. As of December 31, 2012, the total employer and participant contributions receivable recorded on the statement of net assets available for benefits, but not the Form 5500, were $883,135 and $3,612, respectively. Consequently, there is a timing difference for the reporting period as illustrated below.

	Employer	Participant
Contributions per financial statements	$ 888,799	$ 2,241,366
Less: contributions receivable at December 31, 2012	(883,135)	(3,612)
Plus: contributions receivable at December 31, 2011	858,370	3,927
Contributions per Form 5500	$ 864,034	$ 2,241,681

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HG 401(k) Plan

EIN # 95-4361557
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment,	(d) Cost	(e) Current Value
*	Wells Fargo Coll Stble Rtn(s)	Common/Collective Trust	**	2,486,384
*	HG 401(k) Value Fund	Common/Collective Trust		20,555,256
*	WF Advtg Total Return Bond-Adm	Registered Investmetn Co.		2,166,941
*	American Funds Income Fund R4	Registered Investmetn Co.		993,969
*	WF Advantage Index Fund-Adm	Registered Investmetn Co.		1,262,475
*	WF Advtg Small Co Value-Adm	Registered Investmetn Co.		1,631,426
*	American Fds Eurpacific Growth	Registered Investmetn Co.		1,114,154

** Cost information is not required as the Plan is participant-directed

30,210,605

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

HG 401(K) PLAN

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

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Independent Auditors' Report

The Administrator of
HG 401(k) Plan
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of HG 401(k) 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, as listed in the accompanying index.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified accrual basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principals; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 7, which was certified by Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian 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 custodian is complete and accurate.

HG 401(k) Plan
Independent Auditors' Report

Disclaimer of Opinion

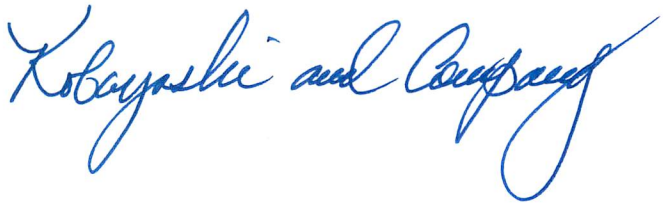
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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, 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.



Pasadena, California
June 26, 2013

HG 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND DECEMBER 31, 2011
(Modified Accrual Basis)

ASSETS

	12/31/12	12/31/11
Investments, at fair value (Note 7 and 10):		
Mutual funds	$ 20,555,256	$ 15,345,763
Common/collective trusts	2,486,384	2,802,879
Registered investment companies	7,168,965	5,665,361
Total investments	30,210,605	23,814,003
Receivables:		
Notes receivable from participants (Note 1)	1,562,383	1,306,560
Employer contributions	883,135	858,370
Participant contributions	3,612	3,927
Total receivables	2,449,130	2,168,857
Net assets available for benefits	$ 32,659,735	$ 25,982,860

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

HG 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012
(Modified Accrual Basis)

Additions to net assets attributed to:		
Investment income:		
Gain from common/collective trusts	$ 39,313	
Gain from registered investment companies	609,219	
Realized/unrealized gains from mutual funds	2,822,148	
Dividends from registered investment companies	224,896	
Interest	58,506	
Other income	4,150	$ 3,758,232
Contributions (Note 1):		
Employer	888,799	
Participants	2,241,366	
Other	3,106,331	6,236,496
Total additions		9,994,728
Deductions from net assets attributed to:		
Benefits paid directly to participants (Note 1)	3,204,157	
Deemed distributions of loans	9,432	
Administrative expenses	104,264	
Total deductions		3,317,853
Net increase		6,676,875
Net assets available for benefits:		
January 1, 2012		25,982,860
December 31, 2012		$ 32,659,735

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

HG 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2012

1. Description of the plan:

The following description of the HG 401(k) Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan set up to cover all employees of Hankey Investment Company, LP (the "Company") and its affiliates: Westlake Financial Services, Inc., Toyota of North Hollywood, Inc.., Midway Rent-A-Car, Inc., Nowcom Corporation, , HFC Acceptance, LLC, Molino and Associates, and Knight Management Insurance Services, LLC.

Employees who have six months of service and are age eighteen or older are eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Income taxes:

The Plan obtained its latest determination letter on January 18, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Contributions:

It is the intention of the Company to make discretionary contributions to the Plan in such amounts determined by resolutions of the Board of Directors. The Company has matched 100% of contributions up to 2% of compensation, with a dollar match limit of $5,000 for the current year. Participants must contribute a minimum of 2% of their annual compensation. The maximum allowable deferral by a participant is the lesser of the statutory maximum for the year or 20% of the participant's annual compensation, subject to the contribution limitations of the Internal Revenue Code. For the year ended December 31, 2012, elective deferral amount allowed under IRC Code Section 402(g) was $17,000, and catch-up contribution allowed for participants age 50 or older, under IRC Code Section 414(v) was $5,500. This deferred amount flows directly to the Plan.

Allocations of Company contributions and Plan earnings are made only to those participants who are employed on the Plan Anniversary Date. New entrants, and those who were not participants on the prior anniversary date, are excluded from forfeiture allocations.

1. Description of the plan (continued):

Participant accounts:

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution, Plan earnings, and forfeitures of terminated participants' non-vested accounts for those eligible for each allocation, respectively. Allocations are made proportionately to participants' annual compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their 401(k) deferral and voluntary nondeductible contributions. Vesting in their basic profit sharing accounts is based on years of continuous service. A participant is 100% vested after five years of credited service. The vesting schedule is as follows:

Vesting years of service	Vested percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	100%

Payment of benefits:

The normal retirement age is a participant's 65th birthday or, if later, the 10th anniversary of the first day of the Plan year in which his participation commenced. Upon death, disability or retirement (at or after normal retirement age or date) of a participant who has not incurred a separation from service, his account balance is 100% vested. A participant who incurs a termination of employment prior to his normal retirement age is entitled to that portion of his basic profit sharing account balance earned to date, with vesting based upon the years of service credited as of the date of termination of employment.

On termination of service, a participant may receive a lump-sum amount equal to the value of his or her account.

1. Description of the plan (continued):

Payment of benefits (continued):

In general, unless a participant elects to have his benefits under the Plan paid at a later date, the payment of benefits to him will begin no later than the 60th day after the close of the Plan year in which the latest of the following events occurs:

- the date on which the participant attains the earlier of age sixty-five;
- the 10th anniversary of the year in which the participant commenced participation in the Plan; or
- the participant terminates his employment.

Forfeitures:

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $38,189 and $62,971, respectively. Forfeitures are first applied to administrative expenses of the Plan. Any remaining forfeitures are used to reduce discretionary matching and nonelective contributions. In 2012, $55,200 in forfeitures were used to pay administrative expenses of the Plan.

Notes receivable from participants:

Participant loans against individual Plan balances are allowed; however, total loan amount cannot exceed 50 percent of the individual's vested interest balance or $50,000, whichever is less. The minimum loan amount is $1,000. The loans bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Upon termination of employee, the remaining outstanding loan balance is netted with the participant's vested Plan balance before final distribution to the participant.

2. Summary of accounting policies:

Date of Management's review:

Subsequent events were evaluated through June 26, 2013, which is the date the financial statements were available to be issued.

Basis of accounting:

The financial statements of the Plan are prepared under the modified accrual basis of accounting. That is, the asset amounts are reflected on a cash basis except for the contributions receivable. The contributions are reported on a Plan year accrual basis.

2. Summary of accounting policies (continued):

Basis of accounting (continued):

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and change therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Notes receivable from participants:

Notes receivable from participants are reported 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 or 2011. 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.

Investment valuation and income recognition:

The Plan’s investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the Investment advisers, custodians, and insurance company. See Note 7 for discussion of fair value measurements.

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

2. Summary of accounting policies (continued):

Payment of benefits:

Benefits are recorded when paid.

Expenses:

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

3. Concentration of credit risk:

Financial instruments, which potentially subject the Plan to concentrations of credit risk, consist primarily of cash contributed and investment funds.

Since all cash is allocated to investment funds within a diversified portfolio, there are no significant concentrations of risk. In addition, the contributions and funds are owned by individual participants, therefore limiting any risk of loss.

4. Plan termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at anytime subject to the provisions of ERISA. In the event of Plan termination, participants will be 100% vested in their accounts.

5. 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 amount reported in the Statement of Net Assets Available for Benefits.

6. Related-party transactions:

During the year ended December 31, 2012, there were no related-party transactions which are prohibited by ERISA and for which there are no statutory or administrative exemptions.

Don R. Hankey, the trustee of the Plan and the principal owner of each of the Hankey Group companies, is the fund manager of the HG 401(k) Value Fund, which was valued at $20,55,256 as of December 31, 2012.

7. Investments:

The following table presents the fair value of investments at December 31, 2012:

	Fair value at 12/31/12	Fair value at 12/31/11
Mutual funds:		
HG 401(k) Value Fund	$ 20,555,256	$ 15,345,764
Common/collective trusts:		
Wells Fargo Coll Stble Rtn	2,486,384	2,802,878
Registered investment companies:		
WF Advtg Total Return Bond-Adm	2,166,941	1,634,303
American Funds Income Fund R4	993,969	778,549
WF Advantage Index Fund-Adm	1,262,475	1,040,340
WF Advtg Small Co Value-Adm	1,631,426	1,302,760
American Fds Eurpacific Growth	1,114,154	909,409
Total registered investment companies	7,168,965	5,665,361
Grand total	$ 30,210,605	$ 23,814,003

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 $3,695,576 as follows:

Mutual funds	$ 2,822,148
Common/collective trusts	834,115
Registered investment companies	39,313
	$ 3,695,576

8. Reportable transactions:

There are no transactions representing 5% or more of total plan net assets required to be disclosed.

9. Certified investments:

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accruate by Wells Fargo Bank, N.A. (the custodian of the Plan).

10. Fair value measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 2 Fair Value Measurements

Wells Fargo employs the services of Interactive Data Corporation (IDC), a major supplier of securities pricing, to provide the price/net asset value (NAV) of mutual funds. IDC provides Wells Fargo with the NAV as determined by the mutual fund distributor each day the NAV is determined (typically, each day the New York Stock Exchange is open). The HG 401(k) Value Fund account is directed by Don Hankey. Investments held in participant self-directed accounts are typically market traded securities. As such, the statement value will be the price of the security's last trade registered on the security's market of record on the reporting date.

Wells Fargo receives the price/NAV for a common/collective trust fund (CCT) directly from the trustee of the CCT each period for which the trustee determines an NAV. The NAV is determined in accordance with a valuation methodology adopted by the CCT's trustee. This valuation is exclusive of any necessary adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

10. Fair value measurements (continued):

Level 2 Fair Value Measurements (continued)

Accounting Standards Codification ("ASC") 820 allows NAV per share to serve as a practical expedient to estimate the fair value as long as certain requirements are met. ASC 820 goes on to state that where NAV is allowed to be used as an estimate of fair value, if the reporting entity has the ability to redeem it's investment at NAV as of the measurement date, that investment shall be categorized as a level 2 fair value measurement. The Plan's Investment Committee has determined that Level 2 is the correct designation for these investments.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of the end of the Plan year:

		Fair value measurements using:		
	Fair value	Level 1 inputs	Level 2 inputs	Level 3 inputs
December 31, 2012				
Common collective trusts	$ 2,486,384	$ 0	$ 2,486,384	$ 0
Mutual funds	27,724,221	0	27,724,221	0
Total	$ 30,210,605	$ 0	$ 30,210,605	$ 0
December 31, 2011				
Common collective trusts	$ 2,802,879	$ 0	$ 2,802,879	$ 0
Mutual funds	21,011,124	0	21,011,124	0
Total	$ 23,814,003	$ 0	$ 23,814,003	$ 0

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

11. Reconciliation of financial statements to Form 5500:

The Form 5500 does not disclose all employer and participant contributions receivable as of the end of each year. As of December 31, 2012, the total employer and participant contributions receivable recorded on the statement of net assets available for benefits, but not the Form 5500, were $883,135 and $3,612, respectively. Consequently, there is a timing difference for the reporting period as illustrated below.

	Employer	Participant
Contributions per financial statements	$ 888,799	$ 2,241,366
Less: contributions receivable at December 31, 2012	(883,135)	(3,612)
Plus: contributions receivable at December 31, 2011	858,370	3,927
Contributions per Form 5500	$ 864,034	$ 2,241,681

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HG 401(k) Plan

EIN # 95-4361557
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment,	(d) Cost	(e) Current Value
*	Wells Fargo Coll Stble Rtn(s)	Common/Collective Trust	**	2,486,384
*	HG 401(k) Value Fund	Common/Collective Trust		20,555,256
*	WF Advtg Total Return Bond-Adm	Registered Investmetn Co.		2,166,941
*	American Funds Income Fund R4	Registered Investmetn Co.		993,969
*	WF Advantage Index Fund-Adm	Registered Investmetn Co.		1,262,475
*	WF Advtg Small Co Value-Adm	Registered Investmetn Co.		1,631,426
*	American Fds Eurpacific Growth	Registered Investmetn Co.		1,114,154

** Cost information is not required as the Plan is participant-directed

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