

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1988</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1988</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1988</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STAR LEASING COMPANY</u> <u>4080 BUSINESS PARK DRIVE</u> <u>COLUMBUS, OH 43204-5023</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0854574</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-278-9999</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>484120</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0854574</u>	2c Sponsor's telephone number <u>614-278-9999</u>	2d Business code (see instructions) <u>484120</u>	
2b Employer Identification Number (EIN) <u>31-0854574</u>					
2c Sponsor's telephone number <u>614-278-9999</u>					
2d Business code (see instructions) <u>484120</u>					

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	JEFF ROSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	JEFF ROSEN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 287
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 173
b Retired or separated participants receiving benefits.....		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 103
d Subtotal. Add lines 6a , 6b , and 6c		6d 276
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 0
f Total. Add lines 6d and 6e		6f 276
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 276
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 22
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: 2P 2I 2Q		
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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☐ C (Service Provider Information)	
	(5) ☐ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAR LEASING COMPANY</u>	D Employer Identification Number (EIN) <u>31-0854574</u>	

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	<u>14107</u>	<u>12861</u>
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		<u>11409</u>
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	14499785	15830262
(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	14513892	15854532

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	706451	618507
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	706451	618507

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13807441	15236025
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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)	147097	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	208660	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		355757
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2038618	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2038618

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2394375

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	918048	
(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)		918048
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		47743
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		965791

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1428584
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) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: **SS&G, INC.**

(2) EIN: **34-1945695**

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
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.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?		X	
4g			
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?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
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.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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 <u>STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAR LEASING COMPANY</u>	D Employer Identification Number (EIN) <u>31-0854574</u>

Part I	Distributions
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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	<u>0</u>
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): <u>31-0854574</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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): _____

**STAR LEASING
COMPANY
EMPLOYEE STOCK
OWNERSHIP
PLAN**

FINANCIAL
STATEMENTS

FOR THE
YEARS ENDED
DECEMBER 31, 2012
AND 2011

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

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Certified Public Accountants and Advisers

INDEPENDENT AUDITORS' REPORT

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The Administrative Committee of
Star Leasing Company Employee Stock Ownership Plan
Columbus, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of Star Leasing Company Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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INDEPENDENT AUDITORS' REPORT (CONTINUED)

Opinion

In our opinion, the financial statements referred to previously present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at the end of the year), is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

SS&G, Inc.

July 25, 2013

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STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012			December 31, 2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
INVESTMENTS:						
Star Leasing Company common stock, at estimated fair value	\$ 14,211,648	\$ 1,618,614	\$ 15,830,262	\$ 12,804,450	\$ 1,695,335	\$ 14,499,785
Employer contribution receivable	-	11,409	11,409	-	-	-
Cash	12,861	-	12,861	14,107	-	14,107
TOTAL ASSETS	14,224,509	1,630,023	15,854,532	12,818,557	1,695,335	14,513,892
LIABILITIES						
Loans payable	-	614,793	614,793	-	706,451	706,451
Accrued interest	-	3,714	3,714	-	-	-
TOTAL LIABILITIES	-	618,507	618,507	-	706,451	706,451
NET ASSETS AVAILABLE FOR BENEFITS	\$ 14,224,509	\$ 1,011,516	\$ 15,236,025	\$ 12,818,557	\$ 988,884	\$ 13,807,441

See accompanying notes to financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	FOR THE YEAR ENDED DECEMBER 31, 2012		
	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS ATTRIBUTED TO			
INVESTMENT INCOME:			
Net unrealized appreciation in estimated fair value of investments	\$ 1,784,173	\$ 254,445	\$ 2,038,618
Employer contribution	-	147,097	147,097
Employer contribution of shares	208,660	-	208,660
Allocation of 2,587.1109 shares of common stock, at estimated fair value as of December 31, 2012	331,167	-	331,167
TOTAL ADDITIONS	2,324,000	401,542	2,725,542
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO			
Benefit payments	918,048	-	918,048
Interest expense	-	47,743	47,743
Allocation of 2,587.1109 shares of common stock, at estimated fair value as of December 31, 2012	-	331,167	331,167
TOTAL DEDUCTIONS	918,048	378,910	1,296,958
NET INCREASE	1,405,952	22,632	1,428,584
NET ASSETS AVAILABLE FOR BENEFITS:			
Beginning of year	12,818,557	988,884	13,807,441
End of year	\$ 14,224,509	\$ 1,011,516	\$ 15,236,025

See accompanying notes to financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan

The following description of the Star Leasing Company Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Star Leasing Company (the Company) established the Plan effective as of January 1, 1988. As of January 1, 2002, the Plan was amended and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an Administrative Committee appointed by the Board of Directors. The Company elected Subchapter S status for federal income tax purposes effective July 1, 2000.

The Plan purchased Company common shares using the loan proceeds (Note F) and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period ending May 2018 by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The loan is collateralized by the unallocated shares of stock. The Company has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2012 and 2011 and for the year ended December 31, 2012 present separately the assets and liabilities and changes therein pertaining to:

1. The accounts of employees with vested rights in allocated stock (Allocated) and
2. Stock not yet allocated to employees (Unallocated)

Eligibility

The Plan is a defined contribution plan covering all full-time employees of Star Leasing Company (the Company) who have attained age 18 and have completed 1,000 hours of service from the date of hire through the last day of the plan year.

Concentration of credit risk

During 2012 and 2011, the majority of the Plan's assets were invested in Star Leasing Company common stock. It is the general intent of the Plan to invest all or substantially all of the funds of the Plan in common stock of Star Leasing Company.

Contributions

The Company contributions are made in cash and/or stock as determined by the plan document. The Company must contribute sufficient amounts to the Plan to pay amounts due under the Plan loans used to acquire company stock.

Eligible participant accounts will be credited with a portion of the Company's contribution based on the ratio of each participant's eligible compensation to the total eligible compensation of all participants for the year. No employee contributions to the Plan are permitted. During 2012, the Company recontributed 1,000 shares of stock redeemed from terminated participants and reallocated the shares to active plan participants.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan (continued)

Contributions (continued)

In 2011, the Company did not recontribute any of the shares of stock redeemed from terminating participants and thus the participants did not receive an additional share allocation as a result of recycling shares.

Participant accounts

The trustee of the Plan establishes an individual account for each participant and will credit such accounts for Company contributions made on behalf of the participant. In addition, each individual account will be adjusted for a proportionate share of forfeitures, market earnings or losses, and income and expenses of the entire trust fund. Additional shares of Star Leasing Company common stock are allocated to individual accounts as they become available for allocation as the result of principal and interest payments made on loans payable, and at the discretion of the Retirement Plan Administrative Committee for the recycling of shares purchased by the Plan from terminating participants.

Diversification rights

A participant who has attained age 55 and has completed 10 or more years of active participation is eligible for special diversification rights. During the 90-day period after the end of the qualifying plan year, the participant can elect to liquidate a portion of the Company stock credited to the participant's account. The election applies beginning with the first plan year after satisfying the age 55 and 10-year participation requirement and continues for each of the next five plan years for a total term of six years of special diversification rights. For the first five years of the special diversification rights term the participant can elect to liquidate up to 25% of the Company stock. For the last year of the special diversification rights term the participant can elect to liquidate up to 50% of the Company stock. The proceeds from the liquidation will be reinvested as directed by the participant in the Company's 401(k) Plan for current employees or other external investment vehicles for former employees.

Vesting

Participants are vested in their account plus earnings thereon based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2 but less than 3	25%
3 but less than 4	50%
4 but less than 5	75%
5 or more	100%

A participant is entitled to 100% of his or her account balance upon retirement, death, or disability. Normal retirement age is 65; early retirement age is 61.

Payment of benefits

On termination of service due to death, disability, retirement, or for other reasons a participant may receive either annual cash installment payments or a lump-sum amount equal to the value of the participant's vested interest in his or her account.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan (continued)

Payment of benefits (continued)

The distribution method is decided in accordance with the plan document. Distributions under \$10,000 will be paid out to the participant in a lump sum payout. Distributions from the participant's Company stock account will be made in Company stock or cash, at the Company's discretion.

Forfeitures

At the end of each plan year, previously forfeited non-vested amounts are allocated to eligible participants based on a pro rata portion of the participants' eligible compensation. During the plan years ended December 31, 2012 and 2011, forfeitures consisting of 82.6971 and 180.7518 shares of common stock, respectively, were reallocated to participants based on eligible compensation.

Put option requirements

If company stock is distributed from the Plan at a time when the company stock is not readily tradable on an established securities market, then the Participant or Beneficiary receiving the company stock shall have the right to require that the Company repurchase the company stock at a purchase price equal to the fair market value as of the most recent valuation date. The Participant or Beneficiary may exercise this put option for a period of 60 days following the date on which the company stock is distributed and for an additional period of 60 days during the next following Plan Year. The period during which the put option is exercisable shall not include any period during which the Participant or Beneficiary is unable to exercise the put option because the Company is prohibited from honoring it by federal or state law. In order to exercise the put option, the Participant or Beneficiary must notify the Company in writing, during the exercise period, that the put option is being exercised.

Voting rights

The Plan Administrative Committee shall direct the Trustee as to the voting rights, except that any vote regarding any proposed corporate merger or consolidation, recapitalization, reclassification liquidation, dissolution sale of substantially all of the Company assets, or any other similar major corporate event, will be "passed through" to ESOP Plan participants.

With respect to any of the unallocated shares of the Company Stock held in the ESOP Suspense Account, and shares of the Company Stock allocated to participants' ESOP Accounts as to which no voting directions have been received by the Administrative Committee in a timely manner, the Administrative Committee shall direct the Trustee as to how to vote the shares on any corporate matters.

NOTE B - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Recent accounting pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820)-Fair Value Measurement* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - Summary of significant accounting policies (continued)

Recent accounting pronouncements (continued)

ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2013-09 indefinitely deferred the effective date of this disclosure for Plans with investments held by a nonpublic employee benefit plan.

Investment valuation and income recognition

The Plan's investments in non publicly traded company common stock 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. See Note E for discussion of fair value measurements.

Investments in common stock of Star Leasing Company are valued at the latest appraised value, which is \$208.66 and \$181.43 per share as of December 31, 2012 and 2011, respectively, as determined by an independent appraiser. Purchases and sales of securities are recorded on a trade-date basis.

Plan administrative costs

All administrative expenses of maintaining the Plan are paid by the Company.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Risks and uncertainties

The Plan invests in common stock of the plan sponsor. The Company stock is exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with the Company stock and the level of uncertainty related to changes in the value of the Company stock, it is at least reasonably possible that changes in the values of the Company stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participants' individual account balances.

Loans payable

The loans payable to Star Leasing Company are secured by the unallocated shares of Star Leasing Company common stock. Shares of common stock become available for allocation to eligible participants based on a ratio of principal and interest repaid during the plan year to the total principal and interest paid over the life of the loan. During 2012 and 2011, 1,587 and 1,802, respectively, shares of stock were released from suspense as a result of payments made on the loans.

Events occurring after reporting date

The Plan has evaluated events and transactions that occurred between January 1, 2013 and July 25, 2013 which is the date that the financial statements were available to be issued for possible recognition or disclosure in the financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - Plan termination

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

NOTE D - Investment in Star Leasing Company stock

The Plan's investments in Company stock at December 31 are presented in the following table:

	2012		2011	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Company common stock				
Number of shares	68,109	7,757	70,575	9,334
Cost	\$ 3,000,796	\$ 351,594	\$ 2,929,531	\$ 422,859
Estimated fair value	\$14,211,648	\$ 1,618,614	\$12,804,450	\$ 1,695,335

During 2012 and 2011, the Plan's investment in common stock appreciated in value by \$2,038,618 and \$2,793,184, respectively.

NOTE E - Fair value measurements

The Plan follows the provisions of ASC 820-10, *Fair Value Measurements* (formerly SFAS 157). ASC 820-10 defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. ASC 820-10 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

ASC 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Input to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements (continued)

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Common stock: The fair value of the Company common stock is determined by an annual independent appraisal. This appraisal was based on a combination of the market and income valuation methods consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of company assets and liabilities.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Company common stock:				
Non publicly traded company common stock	\$ -	\$ -	\$ 15,830,262	\$ 15,830,262
Balance at December 31, 2012	\$ -	\$ -	\$ 15,830,262	\$ 15,830,262

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements (continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) <u>Common Stock</u>
Balance, beginning of year	\$ 14,499,785
Sales	(916,801)
Purchases	208,660
Net gains (losses) relating to instruments still held at the reporting date	2,038,618
Transfers in and/or out of Level 3	-
Balance, end of year	<u>\$ 15,830,262</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Company common stock:				
Non publicly traded company common stock	\$ -	\$ -	\$14,499,785	\$14,499,785
Balance at December 31, 2011	<u>\$ -</u>	<u>\$ -</u>	<u>\$14,499,785</u>	<u>\$14,499,785</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) <u>Common Stock</u>
Balance, beginning of year	\$ 12,149,906
Purchases, sales, issuances, settlements, net	(443,305)
Net gains (losses) relating to instruments still held at the reporting date	2,793,184
Transfers in and/or out of Level 3	-
Balance, end of year	<u>\$ 14,499,785</u>

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE F - Loans payable

The Plan has entered into several term loan agreements with Star Leasing Company. As of December 31, 2012 and 2011, the Plan was indebted to Star Leasing Company for the following amounts:

	<u>2012</u>	<u>2011</u>
1997 Loan	\$ -	\$ 10,000
1998 Loan	<u>614,793</u>	<u>696,451</u>
	<u>\$ 614,793</u>	<u>\$ 706,451</u>

Detailed information regarding each of the loans is presented below:

1997 Loan

In 1997, the Plan entered into a \$360,000 term loan agreement with Star Leasing Company. The proceeds of the loan were used to purchase Company common stock. Unallocated shares serve as collateral for the unpaid portion of the loan. The loan bears interest at 7.25%. This loan agreement provides for the loan to be repaid over fifteen years and was paid off in full during 2012.

1998 Loan

In 1998, the Plan entered into a \$1,359,750 term loan agreement with Star Leasing Company. The proceeds of the loan were used to purchase Company common stock. Unallocated shares serve as collateral for the unpaid portion of the loan. The loan bears interest at 7.25%. This loan agreement provides for the loan to be repaid over twenty years.

The scheduled amortization for the next five years and thereafter is as follows:

<u>Year</u>	<u>Total</u>
2013	\$ 96,051
2014	103,251
2015	110,990
2016	119,310
2017	128,253
Thereafter	<u>56,938</u>
	<u>\$ 614,793</u>

NOTE G - Party-in-interest transactions

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Plan's assets are invested primarily in shares of the Company stock; therefore, all such investments represent party-in-interest investments. All professional fees for the audit and administration of the Plan are paid by the Company.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE H - Income tax status

The Plan obtained its latest determination letter on November 22, 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 and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The open audit periods are 2009 through 2012.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0854574 PLAN 001

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

DECEMBER 31, 2012

(a)	(b) Identity of Issuer, <u>Borrower, Lessor, or Similar Party</u>	(c) Description of investment, including maturity <u>date, rate of interest, collateral, par or maturity value</u>	(d) Cost	(e) Current <u>Value</u>
*	Star Leasing Company	Common Stock 75,866 shares	\$ 3,352,390	\$ 15,830,262

* Party-in-interest

See independent auditors' report.

**STAR LEASING
COMPANY
EMPLOYEE STOCK
OWNERSHIP
PLAN**

FINANCIAL
STATEMENTS

FOR THE
YEARS ENDED
DECEMBER 31, 2012
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STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

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Certified Public Accountants and Advisers

INDEPENDENT AUDITORS' REPORT

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The Administrative Committee of
Star Leasing Company Employee Stock Ownership Plan
Columbus, Ohio

Report on the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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bring solutions**

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Founding member of LEA Global

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Opinion

In our opinion, the financial statements referred to previously present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at the end of the year), is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

SS&G, Inc.

July 25, 2013

SS&G

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STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012			December 31, 2011		
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ASSETS						
INVESTMENTS:						
Star Leasing Company common stock, at estimated fair value	\$ 14,211,648	\$ 1,618,614	\$ 15,830,262	\$ 12,804,450	\$ 1,695,335	\$ 14,499,785
Employer contribution receivable	-	11,409	11,409	-	-	-
Cash	12,861	-	12,861	14,107	-	14,107
TOTAL ASSETS	14,224,509	1,630,023	15,854,532	12,818,557	1,695,335	14,513,892
LIABILITIES						
Loans payable	-	614,793	614,793	-	706,451	706,451
Accrued interest	-	3,714	3,714	-	-	-
TOTAL LIABILITIES	-	618,507	618,507	-	706,451	706,451
NET ASSETS AVAILABLE FOR BENEFITS	\$ 14,224,509	\$ 1,011,516	\$ 15,236,025	\$ 12,818,557	\$ 988,884	\$ 13,807,441

See accompanying notes to financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	FOR THE YEAR ENDED DECEMBER 31, 2012		
	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS ATTRIBUTED TO			
INVESTMENT INCOME:			
Net unrealized appreciation in estimated fair value of investments	\$ 1,784,173	\$ 254,445	\$ 2,038,618
Employer contribution	-	147,097	147,097
Employer contribution of shares	208,660	-	208,660
Allocation of 2,587.1109 shares of common stock, at estimated fair value as of December 31, 2012	331,167	-	331,167
TOTAL ADDITIONS	2,324,000	401,542	2,725,542
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO			
Benefit payments	918,048	-	918,048
Interest expense	-	47,743	47,743
Allocation of 2,587.1109 shares of common stock, at estimated fair value as of December 31, 2012	-	331,167	331,167
TOTAL DEDUCTIONS	918,048	378,910	1,296,958
NET INCREASE	1,405,952	22,632	1,428,584
NET ASSETS AVAILABLE FOR BENEFITS:			
Beginning of year	12,818,557	988,884	13,807,441
End of year	\$ 14,224,509	\$ 1,011,516	\$ 15,236,025

See accompanying notes to financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan

The following description of the Star Leasing Company Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Star Leasing Company (the Company) established the Plan effective as of January 1, 1988. As of January 1, 2002, the Plan was amended and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an Administrative Committee appointed by the Board of Directors. The Company elected Subchapter S status for federal income tax purposes effective July 1, 2000.

The Plan purchased Company common shares using the loan proceeds (Note F) and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period ending May 2018 by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The loan is collateralized by the unallocated shares of stock. The Company has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2012 and 2011 and for the year ended December 31, 2012 present separately the assets and liabilities and changes therein pertaining to:

1. The accounts of employees with vested rights in allocated stock (Allocated) and
2. Stock not yet allocated to employees (Unallocated)

Eligibility

The Plan is a defined contribution plan covering all full-time employees of Star Leasing Company (the Company) who have attained age 18 and have completed 1,000 hours of service from the date of hire through the last day of the plan year.

Concentration of credit risk

During 2012 and 2011, the majority of the Plan's assets were invested in Star Leasing Company common stock. It is the general intent of the Plan to invest all or substantially all of the funds of the Plan in common stock of Star Leasing Company.

Contributions

The Company contributions are made in cash and/or stock as determined by the plan document. The Company must contribute sufficient amounts to the Plan to pay amounts due under the Plan loans used to acquire company stock.

Eligible participant accounts will be credited with a portion of the Company's contribution based on the ratio of each participant's eligible compensation to the total eligible compensation of all participants for the year. No employee contributions to the Plan are permitted. During 2012, the Company recontributed 1,000 shares of stock redeemed from terminated participants and reallocated the shares to active plan participants.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan (continued)

Contributions (continued)

In 2011, the Company did not recontribute any of the shares of stock redeemed from terminating participants and thus the participants did not receive an additional share allocation as a result of recycling shares.

Participant accounts

The trustee of the Plan establishes an individual account for each participant and will credit such accounts for Company contributions made on behalf of the participant. In addition, each individual account will be adjusted for a proportionate share of forfeitures, market earnings or losses, and income and expenses of the entire trust fund. Additional shares of Star Leasing Company common stock are allocated to individual accounts as they become available for allocation as the result of principal and interest payments made on loans payable, and at the discretion of the Retirement Plan Administrative Committee for the recycling of shares purchased by the Plan from terminating participants.

Diversification rights

A participant who has attained age 55 and has completed 10 or more years of active participation is eligible for special diversification rights. During the 90-day period after the end of the qualifying plan year, the participant can elect to liquidate a portion of the Company stock credited to the participant's account. The election applies beginning with the first plan year after satisfying the age 55 and 10-year participation requirement and continues for each of the next five plan years for a total term of six years of special diversification rights. For the first five years of the special diversification rights term the participant can elect to liquidate up to 25% of the Company stock. For the last year of the special diversification rights term the participant can elect to liquidate up to 50% of the Company stock. The proceeds from the liquidation will be reinvested as directed by the participant in the Company's 401(k) Plan for current employees or other external investment vehicles for former employees.

Vesting

Participants are vested in their account plus earnings thereon based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2 but less than 3	25%
3 but less than 4	50%
4 but less than 5	75%
5 or more	100%

A participant is entitled to 100% of his or her account balance upon retirement, death, or disability. Normal retirement age is 65; early retirement age is 61.

Payment of benefits

On termination of service due to death, disability, retirement, or for other reasons a participant may receive either annual cash installment payments or a lump-sum amount equal to the value of the participant's vested interest in his or her account.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of plan (continued)

Payment of benefits (continued)

The distribution method is decided in accordance with the plan document. Distributions under \$10,000 will be paid out to the participant in a lump sum payout. Distributions from the participant's Company stock account will be made in Company stock or cash, at the Company's discretion.

Forfeitures

At the end of each plan year, previously forfeited non-vested amounts are allocated to eligible participants based on a pro rata portion of the participants' eligible compensation. During the plan years ended December 31, 2012 and 2011, forfeitures consisting of 82.6971 and 180.7518 shares of common stock, respectively, were reallocated to participants based on eligible compensation.

Put option requirements

If company stock is distributed from the Plan at a time when the company stock is not readily tradable on an established securities market, then the Participant or Beneficiary receiving the company stock shall have the right to require that the Company repurchase the company stock at a purchase price equal to the fair market value as of the most recent valuation date. The Participant or Beneficiary may exercise this put option for a period of 60 days following the date on which the company stock is distributed and for an additional period of 60 days during the next following Plan Year. The period during which the put option is exercisable shall not include any period during which the Participant or Beneficiary is unable to exercise the put option because the Company is prohibited from honoring it by federal or state law. In order to exercise the put option, the Participant or Beneficiary must notify the Company in writing, during the exercise period, that the put option is being exercised.

Voting rights

The Plan Administrative Committee shall direct the Trustee as to the voting rights, except that any vote regarding any proposed corporate merger or consolidation, recapitalization, reclassification liquidation, dissolution sale of substantially all of the Company assets, or any other similar major corporate event, will be "passed through" to ESOP Plan participants.

With respect to any of the unallocated shares of the Company Stock held in the ESOP Suspense Account, and shares of the Company Stock allocated to participants' ESOP Accounts as to which no voting directions have been received by the Administrative Committee in a timely manner, the Administrative Committee shall direct the Trustee as to how to vote the shares on any corporate matters.

NOTE B - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Recent accounting pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820)-Fair Value Measurement* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - Summary of significant accounting policies (continued)

Recent accounting pronouncements (continued)

ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2013-09 indefinitely deferred the effective date of this disclosure for Plans with investments held by a nonpublic employee benefit plan.

Investment valuation and income recognition

The Plan's investments in non publicly traded company common stock 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. See Note E for discussion of fair value measurements.

Investments in common stock of Star Leasing Company are valued at the latest appraised value, which is \$208.66 and \$181.43 per share as of December 31, 2012 and 2011, respectively, as determined by an independent appraiser. Purchases and sales of securities are recorded on a trade-date basis.

Plan administrative costs

All administrative expenses of maintaining the Plan are paid by the Company.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Risks and uncertainties

The Plan invests in common stock of the plan sponsor. The Company stock is exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with the Company stock and the level of uncertainty related to changes in the value of the Company stock, it is at least reasonably possible that changes in the values of the Company stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participants' individual account balances.

Loans payable

The loans payable to Star Leasing Company are secured by the unallocated shares of Star Leasing Company common stock. Shares of common stock become available for allocation to eligible participants based on a ratio of principal and interest repaid during the plan year to the total principal and interest paid over the life of the loan. During 2012 and 2011, 1,587 and 1,802, respectively, shares of stock were released from suspense as a result of payments made on the loans.

Events occurring after reporting date

The Plan has evaluated events and transactions that occurred between January 1, 2013 and July 25, 2013 which is the date that the financial statements were available to be issued for possible recognition or disclosure in the financial statements.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - Plan termination

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

NOTE D - Investment in Star Leasing Company stock

The Plan's investments in Company stock at December 31 are presented in the following table:

	2012		2011	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Company common stock				
Number of shares	68,109	7,757	70,575	9,334
Cost	\$ 3,000,796	\$ 351,594	\$ 2,929,531	\$ 422,859
Estimated fair value	\$14,211,648	\$ 1,618,614	\$12,804,450	\$ 1,695,335

During 2012 and 2011, the Plan's investment in common stock appreciated in value by \$2,038,618 and \$2,793,184, respectively.

NOTE E - Fair value measurements

The Plan follows the provisions of ASC 820-10, *Fair Value Measurements* (formerly SFAS 157). ASC 820-10 defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. ASC 820-10 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

ASC 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Input to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements (continued)

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Common stock: The fair value of the Company common stock is determined by an annual independent appraisal. This appraisal was based on a combination of the market and income valuation methods consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of company assets and liabilities.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Company common stock:				
Non publicly traded company common stock	\$ -	\$ -	\$ 15,830,262	\$ 15,830,262
Balance at December 31, 2012	\$ -	\$ -	\$ 15,830,262	\$ 15,830,262

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements (continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) <u>Common Stock</u>
Balance, beginning of year	\$ 14,499,785
Sales	(916,801)
Purchases	208,660
Net gains (losses) relating to instruments still held at the reporting date	2,038,618
Transfers in and/or out of Level 3	-
Balance, end of year	<u>\$ 15,830,262</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Company common stock:				
Non publicly traded company common stock	\$ -	\$ -	\$14,499,785	\$14,499,785
Balance at December 31, 2011	<u>\$ -</u>	<u>\$ -</u>	<u>\$14,499,785</u>	<u>\$14,499,785</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) <u>Common Stock</u>
Balance, beginning of year	\$ 12,149,906
Purchases, sales, issuances, settlements, net	(443,305)
Net gains (losses) relating to instruments still held at the reporting date	2,793,184
Transfers in and/or out of Level 3	-
Balance, end of year	<u>\$ 14,499,785</u>

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE F - Loans payable

The Plan has entered into several term loan agreements with Star Leasing Company. As of December 31, 2012 and 2011, the Plan was indebted to Star Leasing Company for the following amounts:

	<u>2012</u>	<u>2011</u>
1997 Loan	\$ -	\$ 10,000
1998 Loan	<u>614,793</u>	<u>696,451</u>
	<u>\$ 614,793</u>	<u>\$ 706,451</u>

Detailed information regarding each of the loans is presented below:

1997 Loan

In 1997, the Plan entered into a \$360,000 term loan agreement with Star Leasing Company. The proceeds of the loan were used to purchase Company common stock. Unallocated shares serve as collateral for the unpaid portion of the loan. The loan bears interest at 7.25%. This loan agreement provides for the loan to be repaid over fifteen years and was paid off in full during 2012.

1998 Loan

In 1998, the Plan entered into a \$1,359,750 term loan agreement with Star Leasing Company. The proceeds of the loan were used to purchase Company common stock. Unallocated shares serve as collateral for the unpaid portion of the loan. The loan bears interest at 7.25%. This loan agreement provides for the loan to be repaid over twenty years.

The scheduled amortization for the next five years and thereafter is as follows:

<u>Year</u>	<u>Total</u>
2013	\$ 96,051
2014	103,251
2015	110,990
2016	119,310
2017	128,253
Thereafter	<u>56,938</u>
	<u>\$ 614,793</u>

NOTE G - Party-in-interest transactions

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Plan's assets are invested primarily in shares of the Company stock; therefore, all such investments represent party-in-interest investments. All professional fees for the audit and administration of the Plan are paid by the Company.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE H - Income tax status

The Plan obtained its latest determination letter on November 22, 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 and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The open audit periods are 2009 through 2012.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0854574 PLAN 001

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

DECEMBER 31, 2012

(a)	(b) Identity of Issuer, <u>Borrower, Lessor, or Similar Party</u>	(c) Description of investment, including maturity <u>date, rate of interest, collateral, par or maturity value</u>	(d) Cost	(e) Current <u>Value</u>
*	Star Leasing Company	Common Stock 75,866 shares	\$ 3,352,390	\$ 15,830,262

* Party-in-interest

See independent auditors' report.

STAR LEASING COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0854574 PLAN 001

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

DECEMBER 31, 2012

(a)	(b) Identity of Issuer, <u>Borrower, Lessor, or Similar Party</u>	(c) Description of investment, including maturity <u>date, rate of interest, collateral, par or maturity value</u>	(d) Cost	(e) Current <u>Value</u>
*	Star Leasing Company	Common Stock 75,866 shares	\$ 3,352,390	\$ 15,830,262

* Party-in-interest

See independent auditors' report.