

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>K. W. ZELLERS & SON, INC. PROFIT SHARING 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>11/24/1972</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/24/1972</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/24/1972</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>K. W. ZELLERS & SON, INC.</u> <u>13494 DUQUETTE AVENUE NE</u> <u>HARTVILLE, OH 44632-8820</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0918203</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-877-9371</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>111210</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0918203</u>	2c Sponsor's telephone number <u>330-877-9371</u>	2d Business code (see instructions) <u>111210</u>	
2b Employer Identification Number (EIN) <u>34-0918203</u>					
2c Sponsor's telephone number <u>330-877-9371</u>					
2d Business code (see instructions) <u>111210</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. Signature of plan administrator	<u>07/30/2013</u> Date	<u>JEFFREY W. ZELLERS</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ 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		5 268
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	133
b Retired or separated participants receiving benefits.....	6b	54
c Other retired or separated participants entitled to future benefits.....	6c	100
d Subtotal. Add lines 6a , 6b , and 6c	6d	287
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	287
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	287
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	13
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: 2A 2E		
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) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 K. W. ZELLERS & SON, INC. PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 K. W. ZELLERS & SON, INC.	D Employer Identification Number (EIN) 34-0918203	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
HUNTINGTON NATIONAL BANK
31-0966785

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
KEY BANK
34-6514544

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

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

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

KEYBANK

34-6514544

(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	NONE	0	Yes ☐ No ☒	Yes ☒ No ☐	0	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 ☐

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

A Name of plan <u>K. W. ZELLERS & SON, INC. PROFIT SHARING PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>K. W. ZELLERS & SON, INC.</u>	D Employer Identification Number (EIN) <u>34-0918203</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>KEYBANK EB MAGIC FUND</u>		
b Name of sponsor of entity listed in (a): <u>KEYBANK NATIONAL ASSOCIATION</u>		
c EIN-PN <u>34-6903863-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3589643</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DIVERSIFIED STOCK FUND CTF</u>		
b Name of sponsor of entity listed in (a): <u>KEYBANK NATIONAL ASSOCIATION</u>		
c EIN-PN <u>34-6514544-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1238103</u>
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
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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
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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 K. W. ZELLERS & SON, INC. PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 K. W. ZELLERS & SON, INC.		D Employer Identification Number (EIN) 34-0918203

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)	4433	44006
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	769371	714579
(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)	9086673	4827746
(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)	1763452	5600357
(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)		
(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	11623929	11186688

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	4300	40880
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4300	40880

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11619629	11145808
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		400000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(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)		5

(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)	175206	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		175206

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		840196
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1415407

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1889228	
(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)		1889228
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(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		1889228

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-473821
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: BRUNER-COX, LLP

(2) EIN: 34-0641962

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.)			
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 K. W. ZELLERS & SON, INC. PROFIT SHARING PLAN				B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 K. W. ZELLERS & SON, INC.				D Employer Identification Number (EIN) 34-0918203	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 31-6243960					
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)					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

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):

Financial Statements and Supplemental Schedules

K. W. Zellers & Son, Inc. Profit-Sharing Plan

December 31, 2012

A decorative graphic on the left side of the page, featuring a large, light blue circle and a smaller, darker blue circle overlapping it. A diagonal line runs from the top left to the bottom right, passing through the circles. The background of the bottom left corner is a solid blue triangle.

BRUNER-COX LLP

Business Consultants & Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Participants
K. W. Zellers & Son, Inc. Profit-Sharing Plan
Hartville, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of K.W. Zellers & Son, Inc. Profit-Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by KeyBank National Association, the custodian of the Plan and Huntington Bank, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian and trustee hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the custodian and trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

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

Plan Administrator and Participants
K. W. Zellers & Son, Inc. Profit-Sharing Plan

Other Matter

The supplemental schedules of Schedule H, line 4i – Schedule of Assets (Held at End of Year) and Schedule H, line 4j – Schedule of Reportable Transactions as of or for the year ended December 31, 2012, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. These supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Bruner. Cox, LLP

Canton, Ohio
July 10, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

December 31, 2012 and 2011

	2012	2011
ASSETS		
Interest and dividends receivable	\$ 3,126	\$ 133
Investments, at fair value		
Money market funds	714,579	769,371
Equity mutual funds	3,189,044	594,554
Fixed income mutual funds	2,411,313	1,168,898
Common collective trusts	4,956,679	9,210,497
	<u>11,271,615</u>	<u>11,743,320</u>
Net assets available for benefits at fair value	11,274,741	11,743,453
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(128,933)</u>	<u>(123,824)</u>
Net assets available for benefits	\$ 11,145,808	\$ 11,619,629

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

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

For the year ended December 31, 2012

ADDITIONS TO NET ASSETS

Employer contributions	\$ 400,000
Interest and dividend income	175,211
Net appreciation in fair value of investments	<u>840,196</u>

Total additions to net assets 1,415,407

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	<u>1,889,228</u>
-------------------------------	------------------

Total deductions from net assets 1,889,228

Net decrease in net assets available for benefits (473,821)

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR 11,619,629

NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR \$ 11,145,808

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

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 1. Description of the Plan

The following brief description of K. W. Zellers & Son, Inc. Profit-Sharing Plan (Plan) is provided for general information only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a profit-sharing plan available to all employees of K. W. Zellers & Son, Inc. (Company) who have completed one year of service (750 hours) and are age 21 or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Plan is funded by employer profit-sharing contributions as determined annually at the discretion of the Board of Directors of the Company. These contributions are limited to the maximum amount deductible for income tax purposes.

Participant Accounts

Each participant's account is credited with the Company's profit-sharing contributions, Plan investment income, and participant forfeitures as prescribed by the Plan document. Participant accounts are invested in various investment options at the discretion of the Plan's trustee. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in participant accounts is based on years of continuous service. A participant's vested percentage is determined under the following schedule. A participant attaining normal retirement age is 100% vested in their participant account without regard to continuous service.

Years of service	Vested percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeited Accounts

Forfeited nonvested accounts are allocated to participants in the same manner as Company profit-sharing contributions. Forfeitures are eligible for reallocation after the first consecutive one-year break in service of the former employee.

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 1. Description of the Plan (Continued)

Payment of Benefits

Upon the retirement, termination, disability or death of a participant, all amounts attributable to the participant's account (profit-sharing contributions by the Company and forfeitures and income allocable to such amounts) will become payable to the participant or beneficiary upon completion of an application for payment. Benefits may be received either in a lump-sum payment or installment payments for a period not to exceed the life expectancy of the participant or the joint life expectancy of the participant and the participant's designated beneficiary.

Note 2. Significant Accounting Policies

The accompanying statements reflect the application of certain accounting policies described in this note.

Basis of Accounting

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

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 statements 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 on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor, custodian and trustee. See Note 5 for discussion on fair value measurements.

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

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 2. Significant Accounting Policies (Continued)

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Recordkeeping fees and certain other administrative expenses are paid by the Company.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Recent Accounting Standard

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" (ASU 2011-04). ASU 2011-04 amended the FASB *Fair Value Measurements and Disclosures* topic. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. See Note 5 for the impact of adoption.

Pending Accounting Pronouncement

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification (ASC), including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financials. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Subsequent Events

The Plan has evaluated subsequent events through July 10, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 3. Investments

All investment information including investments held as of December 31, 2012 and 2011, interest and dividend income and net appreciation in fair value of investments for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, was prepared by or derived from information provided by KeyBank National Association and Huntington Bank. The plan administrator has obtained certifications from the custodian and trustee that the information provided to the plan administrator by the custodian and trustee related to the investments is complete and accurate, with the exception of the adjustment to fair value of the common collective trust, which is reported at contract value by the custodian. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investments.

Investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	2012	2011
E.B. Diversified Stock Fund	\$ 1,238,103	\$ 3,879,532
E.B. Money Market Fund	698,958	755,236
ISHARES Barclays MBS Bond Fund	950,312	-
Vanguard Morgan Growth Fund	811,787	-
TIAA-CREF Large-Cap Value Index	848,561	-
ISHARES Core S&P 500 ETF	830,212	-
KeyBank E.B. Magic Fund, at contract value	3,589,643	4,705,883

During 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

Equity mutual funds	\$ 835,368
Fixed income mutual funds	64,468
Common collective trusts and guaranteed investment contract	(59,640)
	<u>\$ 840,196</u>
Interest and dividend income	<u>\$ 175,211</u>

Note 4. Benefits Payable

Benefits payable to persons who have withdrawn from participation in the earnings and operations of the Plan are included in net assets available for benefits. At December 31, 2012 and 2011, there were no such amounts.

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 5. Fair Value Measurements

The FASB topic *Fair Value Measurements and Disclosures* provides 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 unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>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.</p> |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

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

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

Common Collective Trusts and Guaranteed Investment Contract: Valued at fair value based on the unit prices quoted by the fund, representing the fair value of the underlying investments.

Money Market Fund: Valued at the market value of its underlying investments.

Fixed Income Mutual Funds: Valued at the net asset value of shares held by the Plan at year end.

Equity Mutual Funds: Valued at the net asset value of shares held by the Plan at year end.

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

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 5. Fair Value Measurements (Continued)

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

Assets at fair value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 714,579	\$ -	\$ -	\$ 714,579
Mutual Funds				
Fixed Income Mutual Funds				
Long-Term Bond	-	722,106	-	722,106
Intermediate-Term Bond	-	1,689,207	-	1,689,207
Equity Mutual Funds				
Foreign Large Value	-	362,829	-	362,829
Diversified Emerging Markets	-	335,655	-	335,655
Large Blend	-	830,212	-	830,212
Large Value	-	848,561	-	848,561
Large Growth	-	811,787	-	811,787
Common Collective Trusts				
Diversified Stock	-	1,238,103	-	1,238,103
Guaranteed Investment Contract	-	3,718,576	-	3,718,576
Total assets at fair value	\$ 714,579	\$10,557,036	\$ -	\$11,271,615

Assets at fair value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 769,371	\$ -	\$ -	\$ 769,371
Mutual funds				
Fixed Income Mutual Funds				
Inflation-Protected Bond	-	291,725	-	291,725
Intermediate-Term Bond	-	457,769	-	457,769
Short-Term Government Bond	-	419,404	-	419,404
Equity Mutual Funds				
Foreign Large Value	-	316,085	-	316,085
Diversified Emerging Markets	-	278,469	-	278,469
Common Collective Trusts				
Diversified Stock	-	-	3,879,532	3,879,532
Mid-Cap Equity	-	-	393,623	393,623
Small Cap Equity	-	-	107,635	107,635
Guaranteed Investment Contract	-	-	4,829,707	4,829,707
Total assets at fair value	\$ 769,371	\$ 1,763,452	\$9,210,497	\$11,743,320

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 5. Fair Value Measurements (Continued)

Transfers Between Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits.

During 2012, the monitoring of the underlying investments of the common collective trusts and guaranteed investment contract revealed that the fair value of a sufficient number of underlying investments utilized observable inputs to merit classifying the investment as Level 2.

Level 3 Gains and Losses

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:

	Guaranteed investment contract	Common collective trusts
Balance, beginning of year	\$ 4,829,707	\$ 4,380,790
Transfers out of Level 3	(4,829,707)	(4,380,790)
Unrealized losses relating to instruments still held at the reporting date	-	-
Realized loss	-	-
Purchases	-	-
Sales	-	-
Balance, end of year	\$ -	\$ -

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 5. Fair Value Measurements (Continued)

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using the net assets value per share (or its equivalent) as of December 31:

	2012			
	Fair value	Unfunded commitment	Redemption frequency	Redemption notice period
Investment - Common Collective Trusts				
Diversified Stock (a)	\$1,238,103	\$ -	Daily	None
Guaranteed Investment Contract (b)	3,718,576	-	Daily	None

	2011			
	Fair value	Unfunded commitment	Redemption frequency	Redemption notice period
Investment - Common Collective Trusts				
Diversified Stock (a)	\$3,879,532	\$ -	Daily	None
Mid-Cap Equity (a)	393,623	-	Daily	None
Small Cap Equity (a)	107,635	-	Daily	None
Guaranteed Investment Contract (b)	4,829,707	-	Daily	None

- (a) This class includes common collective trusts which seek to provide preservation of capital, liquidity and current income at levels that are typically higher than those provided by money-market funds and similar to short or intermediate term bond funds without the volatility, before deduction of expenses. The funds' net assets consist of approximately the following:

	Common stock	Money market fund
Diversified Stock	96%	4%
Mid-Cap Equity	95%	5%
Small Cap Equity	94%	6%

The fair value of investment(s) in this class has been estimated using the net asset value per share of the underlying investment(s).

- (b) This class includes guaranteed investment contracts. Investments in this class can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. The fund's net assets consist of approximately 83% investment contracts and 17% short-term investments. The fair value of investment(s) in this class has been estimated using the net asset value per share of the underlying investment(s).

NOTES TO FINANCIAL STATEMENTS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN

Note 6. Related-Party Transactions

Plan investments are managed by KeyBank National Association, custodian of the Plan (see Note 3). Therefore, these transactions qualify as party-in-interest transactions. Management fees for these funds are paid by the respective funds and reduce the return earned on the funds.

Note 7. Income Tax Status and Matters

Effective January 1, 2002, the Plan adopted a non-standardized form of a prototype plan sponsored by Huntington Bank. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The plan administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination, including the resolution of appeals or litigation processes, if any. 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 plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 8. Plan Amendment and Termination

The Board of Directors of the Company has the right to amend the Plan if it determines that it is necessary and desirable to do so. Further, although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 9. Risks and Uncertainties

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

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

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN
EIN 34-0918203
PN 001

December 31, 2012

Attached data was provided by Huntington Bank

"X" denotes party-in-interest to the Plan

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name K. W. Zellers & Son, Inc. Profit Sharing Plan

EIN: 34-0918203

Plan Sponsor's Name K. W. Zellers & Son, Inc.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
X	Huntington Bank	Huntington Conservative Deposit Account	15,621	15,621
	Dodge & Cox	Dodger & Cox International Stock Fund	193,922	215,149
	T. Rowe Price	T. Rowe Price Emerging Markets Stock Fund	162,971	175,379
X	Key Bank	EB Diversified Stock Common Collective Fund	934,562	1,238,103
	TIAA-CREF	TIAA-CREF Large-Cap Value Index	792,927	848,561
	Barclays	Ishares Barclays MBS Bond Fund	951,766	950,312
	PIMCO Funds	PIMCO Funds-Total Return Fund	490,359	505,186

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name K. W. Zellers & Son, Inc. Profit Sharing Plan

EIN: 34-0918203

Plan Sponsor's Name K. W. Zellers & Son, Inc.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard Funds	Vanguard Morgan Growth Fund	767,109	811,787
X	Key Bank	Keybank EB Magic Fund Common Collective Fund	2,042,059	3,589,643
X	Key Bank	E B Money Market Fund	698,958	698,958
	ISHARES	ISHARES MSCI Canada Index FD	168,983	147,680
	ISHARES	ISHARES MSCI PAC EX JPN Index Fund	161,117	160,276
	ISHARES	ISHARES IBOXX INVESTMENT BOND FUND	459,671	483,960
	ISHARES	ISHARES BARCLAYS INTER CREDIT FOND	226,038	233,709

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name K. W. Zellers & Son, Inc. Profit Sharing Plan

EIN: 34-0918203

Plan Sponsor's Name K. W. Zellers & Son, Inc.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
		ISHARES 10+ YEAR CREDIT BOND		
	ISHARES		219,429	238,146
		ISHARES CORE S&P 500 EFT		
	ISHARES		764,201	830,212

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN
EIN 34-0918203
PN 001

For the year ended December 31, 2012

(a) <i>Identity of party involved</i>	(b) <i>Description of asset</i>	(c) <i>Purchase price</i>	(d) <i>Selling price</i>	(e) <i>Cost of asset</i>	(f) <i>Current value of asset on transaction date</i>	(g) <i>Net gain or (loss)</i>
Series of Transactions						
ISHARES	ISHARES Core S&P 500 ETF	\$ 922,312	\$ 163,676	\$ 1,080,422	\$ 1,080,422	\$ 5,566
ISHARES	ISHARES Barclays MBS Bond Fund	951,555	-	951,555	951,555	-
*KeyBank National Association	E.B. Money Market Fund	3,189,630	3,245,908	6,435,538	6,435,538	-
*KeyBank National Association	Keybank EB Magic Fund	-	1,200,035	694,935	1,194,845	5,190
*KeyBank National Association	E.B. Diversified Stock Fund	-	3,008,612	2,512,833	2,827,821	180,791
TIAA-CREF	TIAA-CREF Large-Cap Value Index	934,552	149,764	1,076,178	1,076,178	8,138
Vanguard Funds	Vanguard Morgan Growth Fund	905,564	139,691	1,044,019	1,044,019	1,236
Individual Transactions						
*KeyBank National Association	Keybank EB Magic Fund	-	1,000,000	580,763	998,542	1,458
*KeyBank National Association	E.B. Money Market Fund	1,120,000	-	1,120,000	1,120,000	-
*KeyBank National Association	E.B. Diversified Stock Fund	-	1,359,191	1,142,616	1,285,845	73,346
*KeyBank National Association	E.B. Diversified Stock Fund	-	1,298,545	1,093,668	1,230,761	67,784
*KeyBank National Association	E.B. Money Market Fund	-	816,376	816,376	816,376	-
*KeyBank National Association	E.B. Money Market Fund	1,261,173	-	1,261,173	1,261,173	-
*KeyBank National Association	E.B. Money Market Fund	-	1,405,972	1,405,972	1,405,972	-

*Party-in-interest to the Plan

The above information has been certified by KeyBank National Association, the custodian.

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

K. W. ZELLERS & SON, INC. PROFIT-SHARING PLAN
EIN 34-0918203
PN 001

For the year ended December 31, 2012

<i>(a)</i> <i>Identity of</i> <i>party involved</i>	<i>(b)</i> <i>Description of asset</i>	<i>(c)</i> <i>Purchase</i> <i>price</i>	<i>(d)</i> <i>Selling</i> <i>price</i>	<i>(e)</i> <i>Cost of</i> <i>asset</i>	<i>(f)</i> <i>Current value</i> <i>of asset on</i> <i>transaction</i> <i>date</i>	<i>(g)</i> <i>Net gain or</i> <i>(loss)</i>
Series of Transactions						
ISHARES	ISHARES Core S&P 500 ETF	\$ 922,312	\$ 163,676	\$ 1,080,422	\$ 1,080,422	\$ 5,566
ISHARES	ISHARES Barclays MBS Bond Fund	951,555	-	951,555	951,555	-
*KeyBank National Association	E.B. Money Market Fund	3,189,630	3,245,908	6,435,538	6,435,538	-
*KeyBank National Association	Keybank EB Magic Fund	-	1,200,035	694,935	1,194,845	5,190
*KeyBank National Association	E.B. Diversified Stock Fund	-	3,008,612	2,512,833	2,827,821	180,791
TIAA-CREF	TIAA-CREF Large-Cap Value Index	934,552	149,764	1,076,178	1,076,178	8,138
Vanguard Funds	Vanguard Morgan Growth Fund	905,564	139,691	1,044,019	1,044,019	1,236
Individual Transactions						
*KeyBank National Association	Keybank EB Magic Fund	-	1,000,000	580,763	998,542	1,458
*KeyBank National Association	E.B. Money Market Fund	1,120,000	-	1,120,000	1,120,000	-
*KeyBank National Association	E.B. Diversified Stock Fund	-	1,359,191	1,142,616	1,285,845	73,346
*KeyBank National Association	E.B. Diversified Stock Fund	-	1,298,545	1,093,668	1,230,761	67,784
*KeyBank National Association	E.B. Money Market Fund	-	816,376	816,376	816,376	-
*KeyBank National Association	E.B. Money Market Fund	1,261,173	-	1,261,173	1,261,173	-
*KeyBank National Association	E.B. Money Market Fund	-	1,405,972	1,405,972	1,405,972	-
*Party-in-interest to the Plan						

The above information has been certified by KeyBank National Association, the custodian.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name K. W. Zellers & Son, Inc. Profit Sharing Plan

EIN: 34-0918203

Plan Sponsor's Name K. W. Zellers & Son, Inc.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
X	Huntington Bank	Huntington Conservative Deposit Account	15,621	15,621
	Dodge & Cox	Dodger & Cox International Stock Fund	193,922	215,149
	T. Rowe Price	T. Rowe Price Emerging Markets Stock Fund	162,971	175,379
X	Key Bank	EB Diversified Stock Common Collective Fund	934,562	1,238,103
	TIAA-CREF	TIAA-CREF Large-Cap Value Index	792,927	848,561
	Barclays	Ishares Barclays MBS Bond Fund	951,766	950,312
	PIMCO Funds	PIMCO Funds-Total Return Fund	490,359	505,186

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name K. W. Zellers & Son, Inc. Profit Sharing Plan

EIN: 34-0918203

Plan Sponsor's Name K. W. Zellers & Son, Inc.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard Funds	Vanguard Morgan Growth Fund	767,109	811,787
X	Key Bank	Keybank EB Magic Fund Common Collective Fund	2,042,059	3,589,643
X	Key Bank	E B Money Market Fund	698,958	698,958
	ISHARES	ISHARES MSCI Canada Index FD	168,983	147,680
	ISHARES	ISHARES MSCI PAC EX JPN Index Fund	161,117	160,276
	ISHARES	ISHARES IBOMX INVESTMENT BOND FUND	459,671	483,960
	ISHARES	ISHARES BARCLAYS INTER CREDIT FOND	226,038	233,709

Plan Name	K. W. Zellers & Son, Inc. Profit Sharing Plan
Plan Sponsor's Name	K. W. Zellers & Son, Inc.

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