# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1999

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

LONGWOOD MANAGEMENT CORPORATION

4032 WILSHIRE BLVD, 5TH FLOOR
LOS ANGELES, CA 90010

**2b** Employer Identification Number (EIN)
95-3016679

**2c** Sponsor's telephone number
213-389-6900

**2d** Business code (see instructions)
621610

**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. | 08/02/2013 | ANDREA TURNER |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

**3a** Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

LONGWOOD MANAGEMENT CORPORATION

4032 WILSHIRE BLVD, 5TH FLOOR
LOS ANGELES, CA 90010

**3b** Administrator's EIN: 95-3016679

**3c** Administrator's telephone number: 213-389-6900

**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** | 5026 |
| **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** | 4460 |
| **b** | Retired or separated participants receiving benefits | **6b** | 22 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 303 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 4785 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 4786 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 1358 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 58 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

**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)** | ☐ | 0 | **A** (Insurance Information) |
| **(4)** | ☒ | | **C** (Service Provider Information) |
| **(5)** | ☒ | | **D** (DFE/Participating Plan Information) |
| **(6)** | ☐ | | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LONGWOOD MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
95-3016679

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

UBS FINANCIAL SERVICES INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

13-2638166

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 21 28 63 | RECORDKEEPER | 99601 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

WILMINGTON TRUST FIDUCIARY SVCS CO

34 EXCHANGE PLACE
803 PLAZA THREE
JERSEY CITY, NJ 07311

26-3523944

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 21 28 63 | RECORDKEEPER | 69185 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

PREMIER PENSION SOLUTIONS

P.O. BOX 7247
WACO, TX 76714

20-2274261

| (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? |
|---|---|---|---|---|---|---|
| 37 99 | THIRD PARTY ADMINISTRATO | 68362 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

STEVEN STROLL, CPA

4929 WILSHIRE BOULEVARD
SUITE 388
LOS ANGELES, CA 90010

95-4665222

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 10 | AUDITOR | 10250 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
LONGWOOD MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
95-3016679

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY GROWTH PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783319-901 | C | 491106 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTRISC CIT III FOR METLIFE GROUP

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-0142858-094 | C | 4285376 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL VALUE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783363-906 | C | 338082 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE COMPANY VALUE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783374-907 | C | 1001786 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE FIXED INCOME PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783383-908 | C | 331199 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC BALANCED PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783639-913 | C | 2330724 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC BOND PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **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) |
|---|---|---|
| 26-3783650-914 | C | 1692389 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 INDEX PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783703-921 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 836703 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783724-926 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 584669 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FIXED INCOME INDEX

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783732-927 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 551837 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783748-929 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 578882 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AGGRESSIVE GROWTH PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783757-930 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 236947 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE COMPANY DOMESTIC GROWTH PORT

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783775-932 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1295587 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783871-938 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 898312 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL CORE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783876-939 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 266887 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP FUNDAMENTAL VALUE PORTFOLIO

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY TRUST COMPANY

| **c** EIN-PN 26-3783919-945 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 384471 |
|---|---|---|

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LONGWOOD MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
95-3016679

## 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 | 18091 | 16092 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 18 |
| **(2)** Participant contributions | 1b(2) | 0 | 86 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 0 | 0 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 959796 | 1088778 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 13376389 | 16104958 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | 0 | 0 |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 0 | 0 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | 0 | 0 |
| **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 14354276 | 17209932 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 0 | 0 |
| **h** Operating payables | 1h | 0 | 0 |
| **i** Acquisition indebtedness | 1i | 0 | 0 |
| **j** Other liabilities | 1j | 0 | 0 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 14354276 | 17209932 |

## 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) | 566489 | |
| **(B)** Participants | 2a(1)(B) | 2481444 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 6426 | |
| **(2)** Noncash contributions | 2a(2) | 0 | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 3054359 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 40214 | |
| **(F)** Other | 2b(1)(F) | 0 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 40214 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 0 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 0 | |
| **(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) | 0 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| **(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) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(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) | | 1402546 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 0 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 4497119 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1394065 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 1394065 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 247398 | |
| (2) Contract administrator fees | 2i(2) | 0 | |
| (3) Investment advisory and management fees | 2i(3) | 0 | |
| (4) Other | 2i(4) | 0 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 247398 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1641463 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 2855656 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

**(1)** Name: FOSTER & LAWRENCE ACCOUTING CORP **(2)** EIN: 41-2100638

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 2000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | X | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LONGWOOD MANAGEMENT CORPORATION

**D** Employer Identification Number (EIN)
95-3016679

## 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): 65-1214236

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | | |
|---|---|---|---|
| **a** | The current year | **14a** | |
| **b** | The plan year immediately preceding the current plan year | **14b** | |
| **c** | The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | | |
|---|---|---|---|
| **a** | The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** | The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | | |
|---|---|---|---|
| **a** | Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** | If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGMENET CORPORATION

FINANCIAL STATEMENTS, SUPPLEMENTAL SCHEDULES
And INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012 and 2011

EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION
ORDER TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

**INDEPENDENT AUDITORS' REPORT**

**FINANCIAL STATEMENTS:**

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS AS OF DECEMBER 31, 2012 AND 2011

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

NOTES TO FINANCIAL STATEMENTS

**SUPPLEMENTAL SCHEDULES:**

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

Foster & Lawrence
Accountancy Corp

Kevin D. Lawrence, CPA
Ronald H. Foster, CPA, *Founder*

www.FosterAndLawrence.com
FandL@FosterAndLawrence.com

# INDEPENDENT AUDITORS' REPORT

Administrative Committee
Employees' 401(k) Plan of Longwood Management Corporation
Los Angeles, California

We were engaged to audit the financial statements and supplemental schedules of Employees' 401(k) Plan of Longwood Management Corporation as December 31, 2012 and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations of Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wilmington Trust Fiduciary Services Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2012 financial statements and schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2012 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2012 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Foster & Lawrence

Norco, CA
August 1, 2013

EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION

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

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| Common/Collective Trusts | $ 16,104,958 | $ 13,376,718 |
| Participant loans receivable | 1,088,778 | 959,797 |
| Participant contributions due from employer | | |
| Cash (non-interest bearing) | 16,092 | 18,091 |
| | 17,209,828 | 14,354,606 |
| Participant Contributions Receivable | 18 | |
| Employer Contributions Receivable | 86 | |
| Total Assets | 17,209,932 | 14,354,606 |
| **LIABILITIES** | | |
| Participant Contributions Payable | | 261 |
| Employer Contributions Payable | | 69 |
| Liabilities | - | 330 |
| **Net Assets Available for Plan Benefits at Fair Value** | 17,209,932 | 14,354,276 |
| Add: Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts | | |
| **Net Assets Available for Benefits** | $ 17,209,932 | $ 14,354,276 |

See Independent auditors' report and accompanying notes to financial statements.

EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
For the year ended December 31, 2012

| | | |
|---|---|---|
| **Additions to net assets attributed to:** | | |
| Contributions: | | |
| Employer | $ | 566,489 |
| Participants | | 2,481,444 |
| Rollovers | | 6,426 |
| Investment Income | | |
| Participants loans | | 40,214 |
| Unrealized appreciation/(depreciation) of assets | | 1,402,546 |
| Total additions | | 4,497,119 |
| **Deductions from assets attributed to:** | | |
| Benefit payments to participants or beneficiaries | | 1,394,065 |
| Administrative expenses | | 247,398 |
| Total deductions | | 1,641,463 |
| Increase in net assets available for plan benefits | | 2,855,656 |
| Net assets available for plan benefits at beginning of year | | 14,354,276 |
| **Net Assets Available for Plan Benefits at End of Year** | $ | 17,209,932 |

See Independent auditors' report and accompanying notes to financial statements.

EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

## 1. Description of Plan

The following description of the Employees' 401(K) Plan of Longwood Management Corporation provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- General

The Plan is qualified in accordance with Internal Revenue Code Section 401(k). It is a defined contributions plan covering all full-time employees of Longwood Management Corporation that have 3 months of service. The plan has no age requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The plan is funded through a trust fund, which receives employee elective deferrals and Company matching contributions, invests Plan assets and disburses pension benefits in accordance with the Trust Agreement. The Plan was adopted January 1, 1999.

The Trustee for the Plan is Wilmington Trust Fiduciary Services Company. The plan pays for maintenance related expenses. Longwood Management Corporation pays for administration and the annual audit.

- Contributions

Discretionary contributions to the Plan are made in an amount determined solely by the employer, and are allocated in proportion to each participant's compensation. Matching contributions by the employer are made in an amount equal to 25% of employee elective deferrals. Participant contributions other than elective deferrals are neither required nor permitted, other than qualified rollover contributions. For the year ended December 31, 2012 employer-matched contributions amounted to $566,489.

- Participants Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan Earnings (losses), and charged with an allocation of administrative expenses. 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.

- Payment of Benefits

Upon retirement, death, disability or termination of service a participant or beneficiary thereof may elect to receive accumulated retirement benefits as a single lump-sum cash amount. Hardship and in-service distributions are permitted. In the event of termination of the Plan, the entire amounts credited to participant accounts are payable to participants at 100% regardless of years of service.

- Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are vested in the employer matching and non-elective contributions based on years of service per the following schedule:

## 1. Description of Plan (Continued)

- Vesting (Continued)

| Years of Service | Vested % |
|---|---|
| 1 | 20% |
| 2 | 40% |
| 3 | 60% |
| 4 | 80% |
| 5 or more | 100% |

- Participant Loans
  The Employer in accordance with a written loan procedure may permit loans to be made from the Trust Fund to Participants and Beneficiaries on a non-discriminatory basis. Participants may borrow from their fund accounts up to an aggregate maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loan terms range from 1 to 5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in a participants account and bear interest at a rate which is commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid through payroll deductions. The loans may be paid in full at any time.

## 2. Summary of Accounting Policies

- Basis of Accounting
  The financial statements of the Plan are prepared under the accrual method of accounting. Financial Accounting Standards require investment contracts held by a defined-contribution plan be reported at fair value. 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. This is because participants receive contract value if they initiate permitted transactions under the terms of the plan. Therefore, an adjustment from fair value to contract value for the fully benefit-responsive investment contracts is necessary in order for the Statement of Changes in Net Assets Available for Benefits to be stated on a contract value basis.

- 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, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

## 2. Summary of Accounting Policies (Continued)

- Investment Values
  Investments are stated at fair value determined by quoted market prices. Mutual funds shares are valued at the net asset value of shares held by the Employees' 401(K) Plan at year end. Participant loans are valued at the balance due which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

- Receivables due from Employer
  These receivables are comprised of contributions withheld or made prior to year end but not received by the Employees' 401(K) Plan's trustee until after year end.

- Plan Risks and Uncertainties
  Employees' 401(K) Plan allows for various investment options. The investments are subject to risks from interest rates, market conditions and credit issues. Due to the level of risk associated with certain investments it is at least reasonable possible that changes in the value of investments, in the near term, could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

- Other Policies
  Interest and dividend income are recorded on an accrual basis. Participant benefits are recorded when paid. Some administrative expenses are paid by the Employees' 401(K) Plan.

- Reclassification
  Certain amounts in the 2011 financial statement have been reclassified to conform to the 2012 presentation.

- Management subsequent event evaluation
  The corporation has evaluated events and transactions that occurred through August 1, 2013, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

## 3. Benefits Owed to Terminated Participants and Forfeitures

Participants' benefits are reported when paid for financial reporting purposes. Therefore, some terminated participants are owed approximately $2,018,837 at December 31, 2012. During 2012, no forfeitures of non-vested employer contributions were transferred from terminated participants' accounts to the forfeiture account. As of December 31, 2012 and 2011 there were no forfeitures held in unallocated accounts.

## 4. Investments

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets.

| | 2012 | 2011 |
|---|---|---|
| Common/Collective Trust | | |
| GIC Portfolio | $ - | $ 3,808,264 |
| Large Company Value Fund | $ 1,001,787 | $ 817,003 |
| Strategic Bond Fund | $ 1,692,389 | $ 1,423,927 |
| S&P 500 Index Fund | $ 836,703 | $ 681,843 |
| Large Company Domestic Growth Portfolio Fund | $ 1,295,587 | $ 1,079,456 |
| International Value Fund | $ 898,312 | $ 676,504 |
| Strategic Balance Fund | $ 2,330,724 | $ 1,651,389 |
| Other Common/Collective Trust | $ 8,049,456 | $ 3,238,331 |
| Total Investment | $ 16,104,958 | $ 13,376,718 |

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $ 1,195,362 during the year ended December 31, 2012.

## 5. Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedule at December 31, 2012 was obtained from data that has been prepared and certified to as complete and accurate by Wilmington Trust Fiduciary Services Company:

| | 2012 | 2011 |
|---|---|---|
| Investments - mutual funds at fair value as determined by quoted market price | $ 4,285,427 | $ - |
| Investments - collective funds at fair value as determined by comparable market price | 11,819,508 | 13,376,718 |
| Interest and dividend income | 207,383 | 29,643 |
| Net appreciation (depreciation) in fair value of investn | $ 1,195,990 | $ (107,913) |

## 6. Related Party Transactions

Certain investments of the Plan are managed by the Trustee of the Plan, Wilmington Trust Fiduciary Services Company. Transactions in such investments qualify as party-in-interest transactions, which are deemed to be "exempt" from prohibited transaction rules, as defined by Department of Labor regulations. Fees paid to the Trustee in 2012 and 2011 were $247,398 and $148,269, respectively.

## 7. Tax Status

The Internal Revenue Service has ruled that the Pension Plan is a qualified Plan under section 401(a) of the Internal Revenue Code and that the Trust is exempt from income tax under Section 501(a) of the Internal Revenue Code. Therefore, no provision of income taxes has been included in the Plans Financial Statements.

## 8. Fair Value Measurement

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

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

Level 1 Fair Value Measurements

The fair values of cash, participant loans receivable and participant contributions due from the employer are recorded at their cash value.

Level 2 Fair Value Measurements

The fair values of collective funds and Guaranteed Investment Contracts are based on yields currently available on comparable securities of issuers with similar credit ratings.

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

## 9. Fair Value Measurement (Continued)

| December 31, 2012 | Fair Value | Fair Value Measurements at the End of the Reporting Period Using: Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |
|---|---|---|---|
| Mutual Funds | 4,285,376 | 4,285,376 | |
| Collective Funds | 11,819,582 | | 11,819,582 |
| Participant Loans Recievable | 1,088,778 | 1,088,778 | |
| Total investment at fair value | $ 17,193,736 | $ 5,374,154 | $ 11,819,582 |

| December 31, 2011 | Fair Value | Fair Value Measurements at the End of the Reporting Period Using: Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |
|---|---|---|---|
| Collective Funds | 13,376,717 | | 13,376,717 |
| Participant Loans Recievable | 959,796 | 959,796 | |
| Total investment at fair value | $ 14,336,513 | $ 959,796 | $ 13,376,717 |

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

The Plan's policy is to recognize transfers into and out of Level 3 at the end of the reporting period. For the year ended December 31, 2012, there were no significant transfers into or out of Level 3.

EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION
EIN 33-0477533 PN- 001
December 31, 2012

ATTACHMENT IN SUPPORT OF SCHEDULE H, PART IV, LINE 4i OF FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

| (a) | Identity of issue, borrower, lessor, or similar party (b) | Description of investment including maturity date, rate of interest, collateral, par or maturity value © | Cost (d) | Current Value (e) |
|---|---|---|---|---|
| | Small Company Growth | Collective Fund | + | 491,106 |
| | GIC | Collective Fund | + | 0 |
| | Fundamental Vlue | Collective Fund | + | 338,082 |
| | Large Company Value | Collective Fund | + | 1,001,786 |
| | Intermediate Fixed Income | Collective Fund | + | 331,199 |
| | Strategic Balanced | Collective Fund | + | 2,330,724 |
| | Strategic Bond | Collective Fund | + | 1,692,389 |
| | S&P 500 | Collective Fund | + | 836,703 |
| | Small Company Value | Collective Fund | + | 584,669 |
| | Fixed Income Index | Collective Fund | + | 551,837 |
| | Mid-Cap Growth | Collective Fund | + | 578,882 |
| | Aggressive Growth | Collective Fund | + | 236,947 |
| | Large Com Domestic Growth | Collective Fund | + | 1,295,587 |
| | International Value | Collective Fund | + | 898,312 |
| | International Core | Collective Fund | + | 266,887 |
| | Mid-Cap Fundalmental Value | Collective Fund | + | 384,471 |
| | Stable Value Fund - Met Life | Mutual Fund | + | 4,285,376 |
| | Cash | Cash Equivelent | + | 16,092 |
| | | | + | |
| | | | + | |
| | | | + | |
| | | | | |
| | Participant Plan Loans | Years Interest Range 5% to 9.25% | | 1,088,778 |
| | | | | |
| | | | | 17,209,828 |

* Indicates a party-in-interest of the Plan

\+ Cost information is omitted as the Plan's investments are participant directed.

**Schedule H, Line 4j**
**Schedule of Reportable Transactions**

| | | | |
|---|---|---|---|
| Name of Plan:► | LONGWOOD MANAGEMENT CORPORATION 401(K) SAVINGS PLAN | | |
| Employer Identification Number (EIN):► | 95-3016679 | Three-digit plan number: ► | 001 |
| For the plan year beginning/ending: ► | 01/01/2012 - 12/31/2012 | | |

| **(a)** Identity of party involved | **(b)**Description of asset (include interest rate and maturity in case of a loan) | **(c)** Purchase Price | **(d)** Selling price | **(e)** Lease rental | **(f)** Expense incurred with transaction | **(g)** Cost of asset | **(h)** Current value of asset on transaction date | **(i)** Net gain or (loss) |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| | | | | | | | | |
| LARGE COMPANY VALUE | COLLECTIVE FUND | | | | | | $ 1,001,787 | |
| STRATEGIC BOND | COLLECTIVE FUND | | | | | | $ 1,692,389 | |
| S&P 500 INDEX | COLLECTIVE FUND | | | | | | $ 836,703 | |
| LARGE COMPANY DOMESTIC GROWTH | COLLECTIVE FUND | | | | | | $ 1,295,587 | |
| INTERNATIONAL VALUE | COLLECTIVE FUND | | | | | | $ 898,312 | |
| STRATEGIC BALANCED | COLLECTIVE FUND | | | | | | $ 2,330,724 | |
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EMPLOYEES' 401(K) PLAN OF LONGWOOD MANAGEMENT CORPORATION
EIN 33-0477533 PN- 001
December 31, 2012

ATTACHMENT IN SUPPORT OF SCHEDULE H, PART IV, LINE 4i OF FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

| (a) | Identity of issue, borrower, lessor, or similar party (b) | Description of investment including maturity date, rate of interest, collateral, par or maturity value © | Cost (d) | Current Value (e) |
|---|---|---|---|---|
| | Small Company Growth | Collective Fund | + | 491,106 |
| | GIC | Collective Fund | + | 0 |
| | Fundamental Vlue | Collective Fund | + | 338,082 |
| | Large Company Value | Collective Fund | + | 1,001,786 |
| | Intermediate Fixed Income | Collective Fund | + | 331,199 |
| | Strategic Balanced | Collective Fund | + | 2,330,724 |
| | Strategic Bond | Collective Fund | + | 1,692,389 |
| | S&P 500 | Collective Fund | + | 836,703 |
| | Small Company Value | Collective Fund | + | 584,669 |
| | Fixed Income Index | Collective Fund | + | 551,837 |
| | Mid-Cap Growth | Collective Fund | + | 578,882 |
| | Aggressive Growth | Collective Fund | + | 236,947 |
| | Large Com Domestic Growth | Collective Fund | + | 1,295,587 |
| | International Value | Collective Fund | + | 898,312 |
| | International Core | Collective Fund | + | 266,887 |
| | Mid-Cap Fundalmental Value | Collective Fund | + | 384,471 |
| | Stable Value Fund - Met Life | Mutual Fund | + | 4,285,376 |
| | Cash | Cash Equivelent | + | 16,092 |
| | | | + | |
| | | | + | |
| | | | + | |
| | | | | |
| | Participant Plan Loans | Years Interest Range 5% to 9.25% | | 1,088,778 |
| | | | | |
| | | | | 17,209,828 |

* Indicates a party-in-interest of the Plan

\+ Cost information is omitted as the Plan's investments are participant directed.