# 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
RETAIL INVESTORS OF TEXAS, LTD. 401(K) PROFIT SHARING PLAN & TRUST

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 09/14/1988

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

RETAIL INVESTORS OF TEXAS, LTD.

2420 NEDERLAND AVENUE
NEDERLAND, TX 77627

2420 NEDERLAND AVENUE
NEDERLAND, TX 77627

**2b** Employer Identification Number (EIN)
74-1471937

**2c** Sponsor's telephone number
409-727-3104

**2d** Business code (see instructions)
445110

**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. | 08/07/2013 | TOM SOPER |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 08/07/2013 | TOM SOPER |
| | **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

RETAIL INVESTORS OF TEXAS, LTD.

2420 NEDERLAND AVENUE
NEDERLAND, TX 77627

**3b** Administrator's EIN
74-1471937

**3c** Administrator's telephone number
409-727-3104

**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** | 1019 |
| **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** | 984 |
| **b** | Retired or separated participants receiving benefits | **6b** | 6 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 127 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1117 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 4 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 1121 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 557 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 16 |
| **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 2S 2T 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | ☐ | Insurance |
| **(2)** | ☐ | Code section 412(e)(3) insurance contracts |
| **(3)** | ☒ | 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) | 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
RETAIL INVESTORS OF TEXAS, LTD. 401(K) PROFIT SHARING PLAN & TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
RETAIL INVESTORS OF TEXAS, LTD.

**D** Employer Identification Number (EIN)
74-1471937

## Part I Service Provider Information (see instructions)

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

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

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

**(b)** Enter name and EIN or address of person who provided you disclosure 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)

CAVETT, TURNER & WYB

500 BIELENBERG DR
WOODBURY, MN 55125

76-0473687

| (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 | ACCOUNTANT/AUDITOR | 7900 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (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? |
|---|---|---|---|---|---|---|
| 64 37 65 60 | RECORDKEEPER | 6000 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

CAPITAL ONE N A

72-6122740

| (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? |
|---|---|---|---|---|---|---|
| 61 | ADVISOR | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| ALL/BERN INTL VAL A - ALLIANCEBERNS<br><br>13-3211780 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| CALAMOS INTL GRTH A - US BANCORP FU<br><br>39-0281260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| DREY OP MIDCAP VAL A - DREYFUS TRAN<br><br>13-2614959 | 0.35% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| DREYFUS S&P 500 INDX - DREYFUS TRAN<br><br>13-2614959 | 0.15% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| FED CLOVER SM VAL A - STATE STREET<br><br>04-0025081 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| FED MID CAP INDEX SS - STATE STREET<br><br>04-0025081 | 0.05% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| HTFD DIV & GRTH R4 - HARTFORD ADMIN<br><br>41-0679409 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| IVY MID CAP GROWTH A - WADDELL & RE<br><br>43-1244426 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| JANUS BALANCED S - JANUS SERVICES L<br><br>43-1804048 | 0.25% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| JANUS OVERSEAS S - JANUS SERVICES L<br><br>43-1804048 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| MNSTY ICAP INTL R2 - NYLIM SERVICE<br><br>52-2206685 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| PERKINS MID CP VAL S - JANUS SERVIC<br><br>43-1804048 | 0.25% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| TRP GROWTH STOCK R - T. ROWE PRICE<br><br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| VICTORY FD FOR INC A - CITI FUND SE<br><br>31-1249295 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(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. |
|---|---|
| VICTORY SM CO OPP A - CITI FUND SER<br><br>31-1249295 | 0.25% |

## 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 |
|---|---|---|
| CAPITAL ONE N A | 61 | 0 |

| **(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. |
|---|---|
| OPPHMR DEV MKTS A - OPPENHEIMERFUND<br><br>13-2953455 | $5M+=0.25% |

| **(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: CAVETT, TURNER & WYBLE | **b** EIN: 76-0473687 | |
| **c** Position: ACCOUNTANT | | |
| **d** Address: PO BOX 2032<br>BEAUMONT, TX 77702 | **e** Telephone: 409-898-0070 | |

Explanation: COMPETITIVE CHANGE

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
RETAIL INVESTORS OF TEXAS, LTD. 401(K) PROFIT SHARING PLAN & TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
RETAIL INVESTORS OF TEXAS, LTD.

**D** Employer Identification Number (EIN)
74-1471937

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 3572909 | 3817586 |
| **(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) | 838483 | 799902 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 14930778 | 18067257 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 19342170 | 22684745 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 19342170 | 22684745 |

## 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) | 539852 | |
| | **(B)** Participants | 2a(1)(B) | 961738 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 112173 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1613763 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 364 | |
| | **(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) | 26913 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 27277 |
| | **(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) | 775755 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 775755 |
| | **(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) | | |
| | **(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) | | |

| | | (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) | | 1505263 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3922058 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 550250 | |
| (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) | | 550250 |
| f Corrective distributions (see instructions) | 2f | | 11850 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 3449 |
| 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) | 13934 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 13934 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 579483 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 3342575 |
| 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: BROUSSARD & CO, CPA'S, LLC **(2)** EIN: 72-1447940

**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 | | 11000000 |
| 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 | | X | |

**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
RETAIL INVESTORS OF TEXAS, LTD. 401(K) PROFIT SHARING PLAN & TRUST

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
RETAIL INVESTORS OF TEXAS, LTD.

**D** Employer Identification Number (EIN)
74-1471937

## 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): 04-6568107

**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):

# RETAIL INVESTORS OF TEXAS, LTD.

# 401(K) PROFIT SHARING PLAN & TRUST

## FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

## YEARS ENDED DECEMBER 31, 2012 AND 2011

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
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**Broussard & Company**
**Certified Public Accountants**

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
Retail Investors of Texas, Ltd.
401(K) Profit Sharing Plan and Trust

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Retail Investors of Texas, Ltd. 401(K) Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012, and the related statements of changes in net assets available for plan benefits for the year then ended, and the related notes to the financial statements. The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by other auditors whose report dated July 13, 2012, expressed a disclaimer opinion on those statements.

**Management's Responsibility for the Financial Statements**

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

**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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 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 ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held for Investment as of December 31, 2012, which are the responsibility of plan management, are presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, 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.

Broussard and Company

July 19, 2013

Lake Charles, Louisiana

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**
**December 31, 2012**

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| Participant-directed investments, at fair value (Notes C, D, and E): | | |
| Money market funds | $ 3,817,586 | $ 3,572,909 |
| Mutual funds | 18,067,257 | 14,930,778 |
| Total participant-directed investments at fair value | 21,884,843 | 18,503,687 |
| Receivables: | | |
| Employer's discretionary match contribution | 200,000 | 250,000 |
| Notes receivable - participants | 799,902 | 838,483 |
| Total receivables | 999,902 | 1,088,483 |
| **TOTAL ASSETS** | 22,884,745 | 19,592,170 |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS** | $ 22,884,745 | $ 19,592,170 |

See accompanying Notes to Financial Statements.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**
**Years Ended December 31, 2012**

| | 2012 | 2011 |
|---|---|---|
| **ADDITIONS** | | |
| Additions to net assets attributed to: | | |
| Investment Income (Loss): | | |
| Net appreciation (depreciation) in fair value of participant-directed investments (Note E) | $ 1,505,263 | ($ 1,165,299) |
| Dividends and interest, excluding notes receivable - participants | 776,119 | 739,621 |
| Interest - notes receivable – participants | 26,913 | 25,105 |
| | 2,308,295 | ( 400,573) |
| Contributions: | | |
| Participants' voluntary contributions | 961,738 | 907,017 |
| Employer's match contributions | 489,852 | 529,092 |
| Participant plan rollover | 112,173 | - |
| | 1,563,763 | 1,436,109 |
| **TOTAL ADDITIONS** | 3,872,058 | 1,035,536 |
| **DEDUCTIONS** | | |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 565,549 | 1,356,914 |
| Administrative expenses | 13,934 | 13,763 |
| **TOTAL DEDUCTIONS** | 579,483 | 1,370,677 |
| **NET INCREASE (DECREASE)** | 3,292,575 | ( 335,141) |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS** | | |
| Beginning of year | 19,592,170 | 19,927,311 |
| **END OF YEAR** | $22,884,745 | $19,592,170 |

See accompanying Notes to Financial Statements.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2012 and 2011**

## NOTE A - DESCRIPTION OF PLAN

The following description of the Retail Investors of Texas, Ltd. ("Company") 401(k) Profit Sharing Plan & Trust ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution plan covering all employees of the Company who have attained the age of twenty-one, have completed 12 months of service, in which 1,000 hours were worked and who are not covered by a collective bargaining agreement or classified as an independent contractor.

2. Contributions - Voluntary pre-tax contributions ranging from one to sixty percent of gross compensation is withheld each pay period. However, the total of the participant's contributions may not exceed $17,000, which is the dollar limit set by law for 2012. If the participant is 50 years or older, they may elect to contribute additional amounts, called catch-up contributions, to the Plan. The maximum catch-up contribution that a participant can contribute is $5,500 for the year ended December 31, 2012.

   The Company contributes a nondiscretionary match in the amount of 50% of the first 5% of base compensation that a participant contributes to the Plan. Employees may begin payroll deductions on the first day of each month subsequent to meeting Plan requirements. The Company may contribute a discretionary contribution each year to all eligible employees. This contribution will be allocated to each employee based on eligible compensation. During the plan years ended December 31, 2012 and 2011, the Company contributed discretionary employer contributions of $200,000 and $250,000, respectively.

   Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. During the plan years ended December 31, 2012 and 2011, participants contributed $112,173 and $0 in rollover contributions, respectively.

3. Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings. 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.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

4. Vesting - Participants are immediately vested in their voluntary contributions plus actual earnings thereon. In the event of employer contributions, vesting of participants' accounts is based on years of continuous service. A participant is 100 percent vested in employer contributions after five years of credited service.

5. Investment Options - Upon enrollment in the Plan, a participant may direct employee contributions in any increments in any of the following investment options:

Fidelity Prime Fund - Funds are invested in money markets.

Janus Balanced Fund - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor New Insights Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Pimco Income Fund - Funds are invested in shares of a registered investment company that invests in bonds. This fund was added in 2013.

Ivy Mid Cap Growth Fund - Funds are invested in shares of a registered investment company that invest mainly in common stocks.

Fidelity Advisor Canada Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of non-US companies.

Mainstay ICAP International Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of non-US companies.

Pimco Fundamental Index Plus Fund - Funds are invested in shares of a registered investment company that invests mainly in derivatives.

Federated Mid Cap Index Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of S&P MidCap 400 Index.

Fidelity Advisor Freedom Income Fund - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor Freedom Fund 2005 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2010 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2015 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2020 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2025 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2030 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2035 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2040 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2045 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2050 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor Freedom Fund 2055 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Wells Fargo Advantage Premier Large Co Growth Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

Oppenheimer Developing Markets Fund - Funds are invested in shares of a registered investment company that invests in non-US stocks.

Dreyfus Opportunistic Mid Cap Value Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Fidelity Advisor Industrials Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

JP Morgan Equity Index Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks included in the S&P 500 Index.

Putnam Equity Spectrum Fund – Funds are invested in shares of a registered investment company that invest in equity securities of leveraged US companies. This fund was added in 2013.

RS Select Growth Fund – Funds are invested in shares of a registered investment company that invest mainly in domestic stocks. This fund was added in 2013.

ClearBridge Small Cap Growth Fund – Funds are invested in shares of a registered investment company that invest mainly in domestic stocks.

Victory Small Company Opportunity Fund – Funds are invested in shares of a registered investment company that invest in stocks.

Calamos International Growth Fund – Funds are invested in shares of a registered investment company that invest in non-US stocks.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor International Growth Fund – Funds are invested in shares of a registered investment company that invest in international equities. This fund was added in 2013.

T. Rowe Price Growth Stock Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

Victory Fund for Income Fund - Funds are invested in shares of a registered investment company that invests mainly in U.S. government bonds.

Hartford Dividend & Growth Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Participants may change their investment options daily.

6. Notes Receivable - Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Note transactions are treated as a transfer to (from) the investment fund from (to) the participant's note receivable fund. Note terms range from 1 to 5 years or up to 10 years for the purchase of a primary residence. The notes are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

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

8. Forfeited Accounts - At December 31, 2012, forfeited nonvested accounts totaled $23,144. These accounts can be used to reduce future employer contributions or to pay Plan operating expenses. In 2012 and 2011, funds were utilized to pay operating expenses in the amount of $7,900 and $7,200, respectively.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan are prepared using the accrual method of accounting.

Subsequent Events
Subsequent events were evaluated through July 19, 2013, which is the date the financial statements were available to be issued. Management is not aware of subsequent events which would require recognition or disclosure in the financial statements.

Estimates
The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may 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. See Note D for a discussion of fair value measurements.

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

Notes Receivable - Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document.

Payment of Benefits
Benefits are recorded when paid.

## NOTE C - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The information in Note D, notes receivable - participants, and the Schedule of Assets Held for Investment Purposes at End of Year was obtained from data that has been prepared and certified as complete and accurate by the trustee, Fidelity Management Trust Company. In addition, the trustee certified the income, expense and other transactions for the year ended December 31, 2012 as complete and accurate.

## NOTE D - FAIR VALUE MEASUREMENTS

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.

| | Fair Value | Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1) |
|---|---|---|
| December 31, 2012 | | |
| Money market funds | $ 3,817,586 | $ 3,817,586 |
| Mutual funds: | | |
| Value funds | 2,550,420 | 2,550,420 |
| Growth funds | 4,817,668 | 4,817,668 |
| Blend funds | 3,869,487 | 3,869,487 |
| Industrials fund | 510,686 | 510,686 |
| Bond fund | 2,972,599 | 2,972,599 |
| Target date funds | 1,099,321 | 1,099,321 |
| Moderate allocation fund | 2,175,171 | 2,175,171 |
| Other funds | 71,905 | 71,905 |
| Total mutual funds | 18,067,257 | 18,067,257 |
| Total | $ 21,884,843 | $ 21,884,843 |

## NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

| December 31, 2011 | Fair Value | Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1) |
|---|---|---|
| Money market funds | $ 3,572,909 | $ 3,572,909 |
| Mutual funds: | | |
| Value funds | 2,196,192 | 2,196,192 |
| Growth funds | 4,478,622 | 4,478,622 |
| Blend funds | 3,152,921 | 3,152,921 |
| Industrials fund | 426,003 | 426,003 |
| Bond fund | 2,258,762 | 2,258,762 |
| Target date funds | 460,062 | 460,062 |
| Moderate allocation fund | 1,934,066 | 1,934,066 |
| Other funds | 24,150 | 24,150 |
| Total mutual funds | 14,930,778 | 14,930,778 |
| Total | $ 18,503,687 | $ 18,503,687 |

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

## NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

**Level 1**
Level 1 fair value measurements consist of the value of shares of mutual funds. The fair value for these investments is based on quoted market prices.

## NOTE E - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

| Participant-directed: | 2012 | 2011 |
|---|---|---|
| Janus Balanced Fund 82,958 and 79,006 shares, respectively | $ 2,175,171 | $ 1,934,066 |
| Fidelity Prime Fund, 3,817,586 and 3,572,909 shares, respectively | 3,817,586 | 3,572,909 |
| Wells Fargo Large Company Growth Fund, 159,399 and 167,951 shares, respectively | 1,716,727 | 1,553,543 |
| Pimco Fundamental Index Fund, 472,483 and 393,374 shares, respectively | 2,702,604 | 2,049,480 |
| Janus Overseas Fund, 34,214 shares | - | 1,070,210 |
| Fidelity Advisor Strategic Income Fund, 227,681 and 184,633 shares, respectively | 2,889,271 | 2,228,524 |
| Fidelity Advisor Mid Cap II Fund, 58,953 and 61,105 shares, respectively | 1,027,553 | 978,903 |
| Hartford Dividend & Growth Fund, 107,849 and 104,479 shares, respectively | 2,249,730 | 1,995,548 |
| Calamos International Fund, 61,535 shares | 1,080,563 | - |

For the years ended December 31, 2012 and 2011, Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $1,505,263 and ($1,165,299), respectively, as follows:

| | 2012 | 2011 |
|---|---|---|
| Mutual funds | $ 1,505,263 | ($ 1,165,299) |
| Net Change in Fair Value | $ 1,505,263 | ($ 1,165,299) |

## NOTE F - PLAN TERMINATION

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

## NOTE G - TAX STATUS

The Plan has adopted the Fidelity Volume Submitter Profit Sharing Plan document. On March 31, 2008, the Volume Submitter Plan received a favorable determination letter from the Internal Revenue Service which stated the Plan, as designed and amended, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service and the Department of Labor. 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 tax 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 files an annual return and records must be retained for at least six years to support the filing.

## NOTE H - ADMINISTRATION COSTS

Expenses of administration may be paid out of the Plan unless paid by the Company or others. The Plan may reimburse the Company for any administrative expense incurred. Administrative fees incurred by the Plan for the year ended December 31, 2012 included loan set up fees, overnight delivery fees and an audit fee which were paid by the Plan directly.

## NOTE I - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments and/or affiliates (Fidelity). Fidelity is also the trustee. Fees paid by the Plan for administrative services provided by Fidelity amounted to $6,000 and $0 for the years ended December 31, 2012 and 2011, respectively, and are included in administrative expenses. Fidelity and/or its subcontractors may also receive fees based on a percentage of Plan assets of approximately .25%.

## NOTE J - DISTRIBUTIONS PENDING

As of December 31, 2012, account balances of terminated persons amounted to $1,320,346.

## NOTE K - 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 statement of net assets available for plan benefits.

## NOTE L - RECONCILIATION TO TAX RETURN

The following is a reconciliation of net assets available for Plan benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $22,884,745 | $19,592,170 |
| Employer's discretionary match receivable | (200,000) | (250,000) |
| Net assets available for benefits per Schedule H of the Form 5500 | $22,684,745 | $19,342,170 |

The following is a reconciliation of the employer's match contributions per the financial statements for the years ended December 31, 2012 and 2011 to Schedule H of Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Match contributions per the financial statements | $ 489,852 | $ 529,092 |
| Match contributions received by Plan After December 31, 2012 | (200,000) | - |
| Match contributions received by Plan After December 31, 2011 | 250,000 | (250,000) |
| Match contributions received by Plan After December 31, 2010 | - | 250,000 |
| Match contributions per Schedule H of Form 5500 | $ 539,852 | $ 529,092 |

Schedule H of Form 5500 is prepared on the modified cash basis of accounting; whereas, the financial statements are prepared on the accrual basis of accounting. A discretionary match receivable gave rise to the reconciling difference at December 31, 2012 and 2011. Additionally, the Form 5500 classifies loans to participants as an investment. They are classified as note receivables in the financial statements.

# SUPPLEMENTAL SCHEDULES

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| | Janus Balanced Fund | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | $ 2,175,171 |
| * | Fidelity Prime Fund | Liquid asset money market fund | N/A | 3,817,586 |
| * | Fidelity Advisor Freedom Fund 2005 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 6,400 |
| * | Fidelity Advisor Mid Cap II Fund | Mutual stock fund | N/A | 1,027,553 |
| * | Fidelity Advisor Freedom Fund 2010 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 5,663 |
| * | Fidelity Advisor Freedom Income Fund | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 7,574 |
| | Dreyfus Opportunistic Mid Cap Fund | Mutual stock fund | N/A | 641,661 |
| | Hartford Dividend & Growth Fund | Mutual stock fund | N/A | 2,249,730 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Canada Fund | Mutual stock fund | N/A | $34,103 |
| | Federated Mid Cap Index Fund | Mutual stock fund | N/A | 64,614 |
| * | Fidelity Advisor Freedom Fund 2015 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 637,878 |
| * | Fidelity Advisor Freedom Fund 2020 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 68,063 |
| * | Fidelity Advisor Freedom Fund 2025 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 28,370 |
| * | Fidelity Advisor Freedom Fund 2030 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 64,705 |
| | Victory Small Company Opportunity Fund | Mutual stock fund | N/A | 130,639 |

See Independent Auditors' Report.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Freedom Fund 2035 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | $73,306 |
| * | Fidelity Advisor Freedom Fund 2040 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 88,108 |
| * | Fidelity Advisor Freedom Fund 2045 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 63,460 |
| * | Fidelity Advisor Freedom Fund 2050 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 58,475 |
| * | Fidelity Advisor Freedom Fund 2055 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 4,893 |
| | ClearBridge Small Cap Fund | Mutual stock fund | N/A | 313,300 |
| | Mainstay ICAP International Fund | Mutual stock fund | N/A | 79,364 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Strategic Income Fund | Mutual fund consisting of debt securities | N/A | $ 2,889,271 |
| * | Fidelity Advisor Industrials Fund | Mutual stock fund | N/A | 510,686 |
| | Janus Overseas Fund | Mutual stock fund | N/A | 1,111 |
| | JP Morgan Equity Index Fund | Mutual stock fund | N/A | 453,034 |
| | T. Rowe Price Growth Stock Fund | Mutual stock fund | N/A | 76,188 |
| | Ivy Mid Cap Growth Fund | Mutual stock fund | N/A | 208,843 |
| | Pimco Fundamental Index Fund | Mutual fund that mainly invests in derivatives | N/A | 2,702,604 |
| | Victory Fund for Income Fund | Mutual bond fund | N/A | 83,328 |
| * | Fidelity Advisor New Insights Fund | Mutual stock fund | N/A | 359,280 |
| | Wells Fargo Premier Large Company Growth Fund | Mutual stock fund | N/A | 1,716,727 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| | Calamos International Growth Fund | Mutual stock fund | N/A | $ 1,080,563 |
| | Oppenheimer Developing Markets Fund | Mutual stock fund | N/A | 71,905 |
| | Perkins Mid Cap Value Fund | Mutual stock fund | N/A | 90,687 |
| | | Total participant-directed investments | | $21,884,843 |
| | Participant Loans | Collateral loans secured by vested accrued benefits with interest rates of 2.48% to 8.50%. | $ 0 | $ 799,902 |

*Party-in-interest

# RETAIL INVESTORS OF TEXAS, LTD.

# 401(K) PROFIT SHARING PLAN & TRUST

## FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

## YEARS ENDED DECEMBER 31, 2012 AND 2011

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
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**Broussard & Company**
**Certified Public Accountants**

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
Retail Investors of Texas, Ltd.
401(K) Profit Sharing Plan and Trust

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Retail Investors of Texas, Ltd. 401(K) Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012, and the related statements of changes in net assets available for plan benefits for the year then ended, and the related notes to the financial statements. The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by other auditors whose report dated July 13, 2012, expressed a disclaimer opinion on those statements.

**Management's Responsibility for the Financial Statements**

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

**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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 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 ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held for Investment as of December 31, 2012, which are the responsibility of plan management, are presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, 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.

Broussard and Company

July 19, 2013

Lake Charles, Louisiana

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**
**December 31, 2012**

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| Participant-directed investments, at fair value (Notes C, D, and E): | | |
| Money market funds | $ 3,817,586 | $ 3,572,909 |
| Mutual funds | 18,067,257 | 14,930,778 |
| Total participant-directed investments at fair value | 21,884,843 | 18,503,687 |
| Receivables: | | |
| Employer's discretionary match contribution | 200,000 | 250,000 |
| Notes receivable - participants | 799,902 | 838,483 |
| Total receivables | 999,902 | 1,088,483 |
| **TOTAL ASSETS** | 22,884,745 | 19,592,170 |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS** | $ 22,884,745 | $ 19,592,170 |

See accompanying Notes to Financial Statements.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**
**Years Ended December 31, 2012**

| | 2012 | 2011 |
|---|---|---|
| **ADDITIONS** | | |
| Additions to net assets attributed to: | | |
| Investment Income (Loss): | | |
| Net appreciation (depreciation) in fair value of participant-directed investments (Note E) | $ 1,505,263 | ($ 1,165,299) |
| Dividends and interest, excluding notes receivable - participants | 776,119 | 739,621 |
| Interest - notes receivable – participants | 26,913 | 25,105 |
| | 2,308,295 | ( 400,573) |
| Contributions: | | |
| Participants' voluntary contributions | 961,738 | 907,017 |
| Employer's match contributions | 489,852 | 529,092 |
| Participant plan rollover | 112,173 | - |
| | 1,563,763 | 1,436,109 |
| **TOTAL ADDITIONS** | 3,872,058 | 1,035,536 |
| **DEDUCTIONS** | | |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 565,549 | 1,356,914 |
| Administrative expenses | 13,934 | 13,763 |
| **TOTAL DEDUCTIONS** | 579,483 | 1,370,677 |
| **NET INCREASE (DECREASE)** | 3,292,575 | ( 335,141) |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS** | | |
| Beginning of year | 19,592,170 | 19,927,311 |
| **END OF YEAR** | $22,884,745 | $19,592,170 |

See accompanying Notes to Financial Statements.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2012 and 2011**

## NOTE A - DESCRIPTION OF PLAN

The following description of the Retail Investors of Texas, Ltd. ("Company") 401(k) Profit Sharing Plan & Trust ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution plan covering all employees of the Company who have attained the age of twenty-one, have completed 12 months of service, in which 1,000 hours were worked and who are not covered by a collective bargaining agreement or classified as an independent contractor.

2. Contributions - Voluntary pre-tax contributions ranging from one to sixty percent of gross compensation is withheld each pay period. However, the total of the participant's contributions may not exceed $17,000, which is the dollar limit set by law for 2012. If the participant is 50 years or older, they may elect to contribute additional amounts, called catch-up contributions, to the Plan. The maximum catch-up contribution that a participant can contribute is $5,500 for the year ended December 31, 2012.

   The Company contributes a nondiscretionary match in the amount of 50% of the first 5% of base compensation that a participant contributes to the Plan. Employees may begin payroll deductions on the first day of each month subsequent to meeting Plan requirements. The Company may contribute a discretionary contribution each year to all eligible employees. This contribution will be allocated to each employee based on eligible compensation. During the plan years ended December 31, 2012 and 2011, the Company contributed discretionary employer contributions of $200,000 and $250,000, respectively.

   Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. During the plan years ended December 31, 2012 and 2011, participants contributed $112,173 and $0 in rollover contributions, respectively.

3. Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings. 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.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

4. Vesting - Participants are immediately vested in their voluntary contributions plus actual earnings thereon. In the event of employer contributions, vesting of participants' accounts is based on years of continuous service. A participant is 100 percent vested in employer contributions after five years of credited service.

5. Investment Options - Upon enrollment in the Plan, a participant may direct employee contributions in any increments in any of the following investment options:

Fidelity Prime Fund - Funds are invested in money markets.

Janus Balanced Fund - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor New Insights Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Pimco Income Fund - Funds are invested in shares of a registered investment company that invests in bonds. This fund was added in 2013.

Ivy Mid Cap Growth Fund - Funds are invested in shares of a registered investment company that invest mainly in common stocks.

Fidelity Advisor Canada Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of non-US companies.

Mainstay ICAP International Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of non-US companies.

Pimco Fundamental Index Plus Fund - Funds are invested in shares of a registered investment company that invests mainly in derivatives.

Federated Mid Cap Index Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks of S&P MidCap 400 Index.

Fidelity Advisor Freedom Income Fund - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor Freedom Fund 2005 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2010 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2015 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2020 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2025 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2030 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2035 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2040 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2045 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Fidelity Advisor Freedom Fund 2050 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor Freedom Fund 2055 - Funds are invested in shares of a registered investment company that invests in stocks, bonds, and money markets.

Wells Fargo Advantage Premier Large Co Growth Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

Oppenheimer Developing Markets Fund - Funds are invested in shares of a registered investment company that invests in non-US stocks.

Dreyfus Opportunistic Mid Cap Value Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Fidelity Advisor Industrials Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

JP Morgan Equity Index Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks included in the S&P 500 Index.

Putnam Equity Spectrum Fund – Funds are invested in shares of a registered investment company that invest in equity securities of leveraged US companies. This fund was added in 2013.

RS Select Growth Fund – Funds are invested in shares of a registered investment company that invest mainly in domestic stocks. This fund was added in 2013.

ClearBridge Small Cap Growth Fund – Funds are invested in shares of a registered investment company that invest mainly in domestic stocks.

Victory Small Company Opportunity Fund – Funds are invested in shares of a registered investment company that invest in stocks.

Calamos International Growth Fund – Funds are invested in shares of a registered investment company that invest in non-US stocks.

## NOTE A - DESCRIPTION OF PLAN - CONTINUED

5. Investment Options - Continued

Fidelity Advisor International Growth Fund – Funds are invested in shares of a registered investment company that invest in international equities. This fund was added in 2013.

T. Rowe Price Growth Stock Fund - Funds are invested in shares of a registered investment company that invests mainly in common stocks.

Victory Fund for Income Fund - Funds are invested in shares of a registered investment company that invests mainly in U.S. government bonds.

Hartford Dividend & Growth Fund - Funds are invested in shares of a registered investment company that invests mainly in stocks.

Participants may change their investment options daily.

6. Notes Receivable - Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Note transactions are treated as a transfer to (from) the investment fund from (to) the participant's note receivable fund. Note terms range from 1 to 5 years or up to 10 years for the purchase of a primary residence. The notes are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

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

8. Forfeited Accounts - At December 31, 2012, forfeited nonvested accounts totaled $23,144. These accounts can be used to reduce future employer contributions or to pay Plan operating expenses. In 2012 and 2011, funds were utilized to pay operating expenses in the amount of $7,900 and $7,200, respectively.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan are prepared using the accrual method of accounting.

Subsequent Events
Subsequent events were evaluated through July 19, 2013, which is the date the financial statements were available to be issued. Management is not aware of subsequent events which would require recognition or disclosure in the financial statements.

Estimates
The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may 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. See Note D for a discussion of fair value measurements.

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

Notes Receivable - Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document.

Payment of Benefits
Benefits are recorded when paid.

## NOTE C - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The information in Note D, notes receivable - participants, and the Schedule of Assets Held for Investment Purposes at End of Year was obtained from data that has been prepared and certified as complete and accurate by the trustee, Fidelity Management Trust Company. In addition, the trustee certified the income, expense and other transactions for the year ended December 31, 2012 as complete and accurate.

## NOTE D - FAIR VALUE MEASUREMENTS

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.

| | Fair Value | Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1) |
|---|---|---|
| December 31, 2012 | | |
| Money market funds | $ 3,817,586 | $ 3,817,586 |
| Mutual funds: | | |
| Value funds | 2,550,420 | 2,550,420 |
| Growth funds | 4,817,668 | 4,817,668 |
| Blend funds | 3,869,487 | 3,869,487 |
| Industrials fund | 510,686 | 510,686 |
| Bond fund | 2,972,599 | 2,972,599 |
| Target date funds | 1,099,321 | 1,099,321 |
| Moderate allocation fund | 2,175,171 | 2,175,171 |
| Other funds | 71,905 | 71,905 |
| Total mutual funds | 18,067,257 | 18,067,257 |
| Total | $ 21,884,843 | $ 21,884,843 |

## NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

| December 31, 2011 | Fair Value | Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1) |
|---|---|---|
| Money market funds | $ 3,572,909 | $ 3,572,909 |
| Mutual funds: | | |
| Value funds | 2,196,192 | 2,196,192 |
| Growth funds | 4,478,622 | 4,478,622 |
| Blend funds | 3,152,921 | 3,152,921 |
| Industrials fund | 426,003 | 426,003 |
| Bond fund | 2,258,762 | 2,258,762 |
| Target date funds | 460,062 | 460,062 |
| Moderate allocation fund | 1,934,066 | 1,934,066 |
| Other funds | 24,150 | 24,150 |
| Total mutual funds | 14,930,778 | 14,930,778 |
| Total | $ 18,503,687 | $ 18,503,687 |

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

## NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

**Level 1**
Level 1 fair value measurements consist of the value of shares of mutual funds. The fair value for these investments is based on quoted market prices.

## NOTE E - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

| Participant-directed: | 2012 | 2011 |
|---|---|---|
| Janus Balanced Fund 82,958 and 79,006 shares, respectively | $ 2,175,171 | $ 1,934,066 |
| Fidelity Prime Fund, 3,817,586 and 3,572,909 shares, respectively | 3,817,586 | 3,572,909 |
| Wells Fargo Large Company Growth Fund, 159,399 and 167,951 shares, respectively | 1,716,727 | 1,553,543 |
| Pimco Fundamental Index Fund, 472,483 and 393,374 shares, respectively | 2,702,604 | 2,049,480 |
| Janus Overseas Fund, 34,214 shares | - | 1,070,210 |
| Fidelity Advisor Strategic Income Fund, 227,681 and 184,633 shares, respectively | 2,889,271 | 2,228,524 |
| Fidelity Advisor Mid Cap II Fund, 58,953 and 61,105 shares, respectively | 1,027,553 | 978,903 |
| Hartford Dividend & Growth Fund, 107,849 and 104,479 shares, respectively | 2,249,730 | 1,995,548 |
| Calamos International Fund, 61,535 shares | 1,080,563 | - |

For the years ended December 31, 2012 and 2011, Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $1,505,263 and ($1,165,299), respectively, as follows:

| | 2012 | 2011 |
|---|---|---|
| Mutual funds | $ 1,505,263 | ($ 1,165,299) |
| Net Change in Fair Value | $ 1,505,263 | ($ 1,165,299) |

## NOTE F - PLAN TERMINATION

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

## NOTE G - TAX STATUS

The Plan has adopted the Fidelity Volume Submitter Profit Sharing Plan document. On March 31, 2008, the Volume Submitter Plan received a favorable determination letter from the Internal Revenue Service which stated the Plan, as designed and amended, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service and the Department of Labor. 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 tax 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 files an annual return and records must be retained for at least six years to support the filing.

## NOTE H - ADMINISTRATION COSTS

Expenses of administration may be paid out of the Plan unless paid by the Company or others. The Plan may reimburse the Company for any administrative expense incurred. Administrative fees incurred by the Plan for the year ended December 31, 2012 included loan set up fees, overnight delivery fees and an audit fee which were paid by the Plan directly.

## NOTE I - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments and/or affiliates (Fidelity). Fidelity is also the trustee. Fees paid by the Plan for administrative services provided by Fidelity amounted to $6,000 and $0 for the years ended December 31, 2012 and 2011, respectively, and are included in administrative expenses. Fidelity and/or its subcontractors may also receive fees based on a percentage of Plan assets of approximately .25%.

## NOTE J - DISTRIBUTIONS PENDING

As of December 31, 2012, account balances of terminated persons amounted to $1,320,346.

## NOTE K - 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 statement of net assets available for plan benefits.

## NOTE L - RECONCILIATION TO TAX RETURN

The following is a reconciliation of net assets available for Plan benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $22,884,745 | $19,592,170 |
| Employer's discretionary match receivable | (200,000) | (250,000) |
| Net assets available for benefits per Schedule H of the Form 5500 | $22,684,745 | $19,342,170 |

The following is a reconciliation of the employer's match contributions per the financial statements for the years ended December 31, 2012 and 2011 to Schedule H of Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Match contributions per the financial statements | $ 489,852 | $ 529,092 |
| Match contributions received by Plan After December 31, 2012 | (200,000) | - |
| Match contributions received by Plan After December 31, 2011 | 250,000 | (250,000) |
| Match contributions received by Plan After December 31, 2010 | - | 250,000 |
| Match contributions per Schedule H of Form 5500 | $ 539,852 | $ 529,092 |

Schedule H of Form 5500 is prepared on the modified cash basis of accounting; whereas, the financial statements are prepared on the accrual basis of accounting. A discretionary match receivable gave rise to the reconciling difference at December 31, 2012 and 2011. Additionally, the Form 5500 classifies loans to participants as an investment. They are classified as note receivables in the financial statements.

# SUPPLEMENTAL SCHEDULES

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| | Janus Balanced Fund | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | $ 2,175,171 |
| * | Fidelity Prime Fund | Liquid asset money market fund | N/A | 3,817,586 |
| * | Fidelity Advisor Freedom Fund 2005 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 6,400 |
| * | Fidelity Advisor Mid Cap II Fund | Mutual stock fund | N/A | 1,027,553 |
| * | Fidelity Advisor Freedom Fund 2010 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 5,663 |
| * | Fidelity Advisor Freedom Income Fund | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 7,574 |
| | Dreyfus Opportunistic Mid Cap Fund | Mutual stock fund | N/A | 641,661 |
| | Hartford Dividend & Growth Fund | Mutual stock fund | N/A | 2,249,730 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Canada Fund | Mutual stock fund | N/A | $34,103 |
| | Federated Mid Cap Index Fund | Mutual stock fund | N/A | 64,614 |
| * | Fidelity Advisor Freedom Fund 2015 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 637,878 |
| * | Fidelity Advisor Freedom Fund 2020 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 68,063 |
| * | Fidelity Advisor Freedom Fund 2025 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 28,370 |
| * | Fidelity Advisor Freedom Fund 2030 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 64,705 |
| | Victory Small Company Opportunity Fund | Mutual stock fund | N/A | 130,639 |

See Independent Auditors' Report.

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Freedom Fund 2035 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | $73,306 |
| * | Fidelity Advisor Freedom Fund 2040 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 88,108 |
| * | Fidelity Advisor Freedom Fund 2045 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 63,460 |
| * | Fidelity Advisor Freedom Fund 2050 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 58,475 |
| * | Fidelity Advisor Freedom Fund 2055 | Mutual fund consisting of a mixture of stocks, bonds, and money market funds | N/A | 4,893 |
| | ClearBridge Small Cap Fund | Mutual stock fund | N/A | 313,300 |
| | Mainstay ICAP International Fund | Mutual stock fund | N/A | 79,364 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| * | Fidelity Advisor Strategic Income Fund | Mutual fund consisting of debt securities | N/A | $ 2,889,271 |
| * | Fidelity Advisor Industrials Fund | Mutual stock fund | N/A | 510,686 |
| | Janus Overseas Fund | Mutual stock fund | N/A | 1,111 |
| | JP Morgan Equity Index Fund | Mutual stock fund | N/A | 453,034 |
| | T. Rowe Price Growth Stock Fund | Mutual stock fund | N/A | 76,188 |
| | Ivy Mid Cap Growth Fund | Mutual stock fund | N/A | 208,843 |
| | Pimco Fundamental Index Fund | Mutual fund that mainly invests in derivatives | N/A | 2,702,604 |
| | Victory Fund for Income Fund | Mutual bond fund | N/A | 83,328 |
| * | Fidelity Advisor New Insights Fund | Mutual stock fund | N/A | 359,280 |
| | Wells Fargo Premier Large Company Growth Fund | Mutual stock fund | N/A | 1,716,727 |

**RETAIL INVESTORS OF TEXAS, LTD.**
**401(k) PROFIT SHARING PLAN & TRUST**
**EMPLOYER IDENTIFICATION NUMBER 74-1471937**
**PLAN NUMBER 003**
**SCHEDULE H, LINE4i-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR**
**December 31, 2012**

| (a) | (b) Identity of Investment | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Participant-directed: | | | |
| | Calamos International Growth Fund | Mutual stock fund | N/A | $ 1,080,563 |
| | Oppenheimer Developing Markets Fund | Mutual stock fund | N/A | 71,905 |
| | Perkins Mid Cap Value Fund | Mutual stock fund | N/A | 90,687 |
| | | Total participant-directed investments | | $21,884,843 |
| | Participant Loans | Collateral loans secured by vested accrued benefits with interest rates of 2.48% to 8.50%. | $ 0 | $ 799,902 |

*Party-in-interest