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
HUNT CONSOLIDATED, INC. FIDELITY THRIFT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/01/1977

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

HUNT CONSOLIDATED, INC.

1900 NORTH AKARD
DALLAS, TX 75201

1900 NORTH AKARD
DALLAS, TX 75201

2b Employer Identification Number (EIN)
75-1727234

2c Sponsor's telephone number
214-978-8000

2d Business code (see instructions)
211110

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.	08/20/2013	PAUL HOFFMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/20/2013	PAUL HOFFMAN
	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

FIDELITY THRIFT PLAN ADMIN. COMM.

1900 NORTH AKARD
DALLAS, TX 75201

3b Administrator's EIN
75-1556763

3c Administrator's telephone number
214-978-8000

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**	1472
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**	1327
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	165
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1495
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	1496
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1385
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2F 2J 2K 2T 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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
HUNT CONSOLIDATED, INC. FIDELITY THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HUNT CONSOLIDATED, INC.

D Employer Identification Number (EIN)
75-1727234

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

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

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

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

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	12283	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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.
DAVIS NY VENTURE Y - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 64105-1514	0.10%

(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.
HRTFRD MIDCAP HLS IA - HARTFORD ADM 41-0679409	0.05%

(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.
INVS GRTH & INC R5 - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.20%

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.
INVS GRTH & INC Y - INVESCO INVESTM 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	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.
LZRD EMRG MKTS EQ IS - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	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.
LZRD EMRG MKTS EQ O - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%

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.
MAINSTAY LG CAP GR I - NYLIM SERVIC 52-2206685	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.
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HUNT CONSOLIDATED, INC. FIDELITY THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HUNT CONSOLIDATED, INC.

D Employer Identification Number (EIN)
75-1727234

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT II

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-025	C	31053074

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
HUNT CONSOLIDATED, INC. FIDELITY THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HUNT CONSOLIDATED, INC.

D Employer Identification Number (EIN)
75-1727234

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)	10138	0
(2) Participant contributions	1b(2)	97355	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8519579	8955380
(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)	2829062	3000471
(9) Value of interest in common/collective trusts	1c(9)	32130818	31053074
(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)	139844032	167666922
(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	183430984	210675847
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	183430984	210675847

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)	6660964	
(B) Participants	2a(1)(B)	11551860	
(C) Others (including rollovers)	2a(1)(C)	1365727	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		19578551
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1049	
(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)	117335	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		118384
(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)	5194888	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5194888
(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)		462236
(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)		15047974
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		40402033
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13139920	
(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)		13139920
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		152
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)	17098	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17098
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13157170
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		27244863
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: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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		14743
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		20000000
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
HUNT CONSOLIDATED, INC. FIDELITY THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HUNT CONSOLIDATED, INC.

D Employer Identification Number (EIN)
75-1727234

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):



HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Financial Statements and Supplemental Schedules
December 31, 2012 and 2011

(With Report of Independent Auditors)

AUDIT REPORT

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
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Statements of Net Assets Available for Benefits, December 31, 2012 and 2011	3
Statements of Changes in Net Assets Available for Benefits, Years Ended December 31, 2012 and 2011	4
Notes to Financial Statements, December 31, 2012 and 2011	5
Supplemental Schedules:	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions	12
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2012	13

All other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable or the required information is shown in the financial statements or the notes thereon.

whitleypenn

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Suite 400
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REPORT OF INDEPENDENT AUDITORS

To the Trustees and the Thrift Plan Investment Committee of the
Hunt Consolidated, Inc. Fidelity Thrift Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hunt Consolidated, Inc. Fidelity Thrift Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 financial information, which was certified by Fidelity Trust Management 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 for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Whitley Penn LLP

Dallas, Texas
July 30, 2013

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies - mutual funds	$ **167,666,922**	$ 139,844,032
Investments in commingled trust fund	**31,053,074**	32,130,818
Cash equivalents	**8,955,380**	8,519,579
Total investments, at fair value	**207,675,376**	180,494,429
Receivables:		
Notes receivable from participant loans	**3,000,471**	2,829,062
Employee contributions	**-**	97,355
Employer contributions	**-**	10,138
Total receivables	**3,000,471**	2,936,555
Total Assets	**210,675,847**	183,430,984
Liabilities	**-**	-
Net Assets Reflecting All Investments at Fair Value	**210,675,847**	183,430,984
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	**(842,150)**	(780,672)
Net Assets Available for Benefits	$ **209,833,697**	$ 182,650,312

See accompanying notes to financial statements.

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets		
Investment income (loss):		
Net (depreciation) appreciation in fair value of investments	$ 15,050,150	$ (8,814,154)
Dividends	5,593,471	3,714,458
Interest	1,048	1,098
Total investment income (loss)	20,644,669	(5,098,598)
Contributions:		
Participant	11,551,860	10,728,889
Employer	6,660,964	6,086,213
Rollovers	1,365,727	513,570
Total contributions	19,578,551	17,328,672
Interest on notes receivable from participant loans	117,335	99,396
Total additions to net assets	40,340,555	12,329,470
Deductions from Net Assets		
Benefits paid	13,140,072	9,010,239
Administrative expenses	17,098	15,774
Total deductions from net assets	13,157,170	9,026,013
Net increase in net assets available for benefits	27,183,385	3,303,457
Net assets available for benefits, beginning of year	182,650,312	179,346,855
Net Assets Available for Benefits, End of Year	$ 209,833,697	$ 182,650,312

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Hunt Consolidated, Inc. Fidelity Thrift Plan (the Plan) provides only general information. Participants should refer to the Plan document, as amended, for a complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of Hunt Consolidated, Inc. and participating affiliated companies (the Employer or Company) who are age 21 or older. The Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Plan Administration

Fidelity Management Trust Company (Fidelity) is the appointed Trustee of the Plan and manages a trust fund on behalf of the Plan. Fidelity Investments Institutional Operations Company, Inc., the transfer agent and record keeper, maintains participant account balances, including receipt and allocation of interest, dividends and contributions to elected investments and distributions and loans to participants.

(c) Participant and Employer Contributions

The Plan allows participants to make pretax, Roth and after-tax contributions, the sum of which may not exceed 20 percent of their 2012 and 2011 compensation. Pretax and Roth contributions may not exceed $17,000 and $16,500 per participant in 2012 and 2011, respectively, with the exception of catch-up contributions. In accordance with the 2001 Economic Growth and Tax Relief Act, participants age 50 or older are eligible to make catch-up contributions, up to $5,500 during 2012 and 2011, in addition to their pretax and Roth contributions. Participants may also contribute distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan.

Except as described below, the first 6 percent of salary contributed to the Plan is eligible for matching by the Employer. Catch-up contributions are not eligible for employer matching contributions. The Employer matches the first 6 percent of employee contributions dollar for dollar. However, the Employer will match 100 percent of the first 8 percent of salary contributed to the Plan for Hunt Refining Company and Alabama Bulk Terminal Company participants.

(d) Participant Accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, and the Employer contribution, and is adjusted for participant account earnings, gains and losses as well as loan recordkeeping fees, if applicable. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(e) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's matching contributions plus actual earnings thereon is based on a vesting schedule of 25 percent per year beginning in the second year of service, such that participants are 100 percent vested after 5 years of service. Nonvested contributions are forfeited upon termination of participants.

(f) Investment Options

Participants can elect to contribute to any investment option offered by the Plan. The Fidelity Thrift Plan Investment Committee is appointed by Hunt Consolidated, Inc. Board of Directors and has discretionary authority concerning investment options offered to participants of the Plan.

(Continued)

(g) Loans to Participants
Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 less the highest outstanding loan balance in the previous 12 months or 50 percent of the vested value of their account. Loan transactions are treated as transfers between the investment funds and participant loan accounts. Loan repayment terms range from less than one year to five years or, for a loan made for the purchase of a primary residence, a maximum repayment term of 10 years. Each loan is secured by the vested balance in the participant's account and bears interest at a rate as determined by the Plan Administrator that is commensurate with prevailing rates charged by commercial lenders for loans, which would be made under similar circumstances. Participant loans determined to be in default are reclassified as distributions. During 2012 and 2011, the Plan had $152 and $480, respectively, in defaulted loans reclassified as distributions. These amounts are included in benefits paid on the Statements of Changes in Net Assets Available for Benefits.

(h) Payment of Benefits
Participants withdrawing during the year for reasons of disability, retirement, death or termination are entitled to their vested account balance. If the payment is due to death or disability, the participant becomes one hundred percent vested. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited. Outside of termination, participants are allowed certain in-service withdrawals during March and September. Withdrawals are also allowed in the event of a hardship, provided specific criteria are met.

(i) Plan Termination
Although it has not expressed any intent to do so, the Employer 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.

(j) Forfeited Accounts
Forfeitures are used to reduce Employer contributions. Employer contributions were reduced by $152,345 and $196,738 from forfeited nonvested accounts in 2012 and 2011. At December 31, 2012 and 2011, there were $78,434 and $121,796 of unallocated forfeitures, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation
The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

(b) Cash Equivalents
Cash equivalents consist of investments in the Fidelity US Treasury Money Market Fund and the Vanguard Admiral Treasury Money Market Fund at December 31, 2012 and 2011.

(c) Investment Valuation and Income Recognition
Investments in mutual funds are recorded at fair value using quoted market prices. The commingled trust fund is recorded at fair value based on quoted market prices of the underlying assets when available. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as it is earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of mutual funds includes realized gains and losses on mutual funds sold during the year as well as appreciation (depreciation) of the investments held at year end.

(Continued)

Investment contracts are reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a commingled trust fund. The Statements of Net Assets Available for Benefits present the fair value of the commingled trust fund, as well as the adjustment of the investment in the commingled trust fund from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

(d) Notes Receivable from Participants
Notes receivable from participants are valued at their outstanding balances plus accrued but unpaid interest, if significant.

(e) Payment of Benefits
Benefits are recorded when paid.

(f) Plan Expenses
Certain administrative costs and expenses of the Plan are paid by the Employer at its discretion and, if not paid by the Employer, shall be paid by the Plan. Loan recordkeeping fees are paid by the participants.

(g) Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(h) Risks and Uncertainties
The Plan offers a number of investment options that are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

(i) Party-in-Interest Transactions
The Plan engaged in investment transactions with certain plan investments managed by Fidelity Management Trust Company, a related-party to Fidelity. As the record keeper and transfer agent, Fidelity is a party-in-interest with respect to the Plan. These transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(Continued)

(3) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 27, 2012, that the Plan is qualified under Section 401(a) of the IRC and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the letter. The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

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

(4) Fair-value Measurements

The following three-tier fair value hierarchy prioritizes the inputs used in measuring fair value.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

Registered Investment Companies – Mutual Funds – The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments. These include bond funds, equity funds and balanced funds.

Commingled Trust Fund – The commingled trust fund (CTF) is composed of fully benefit-responsive investment contracts and is classified as a Level 2 investment. The fair value of fully benefit-responsive investment contracts is calculated using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities. The CTF is not available in an exchange and active market, however, the fair value is determined based on the underlying investments as traded in an exchange and active market.

Cash Equivalents – Cash equivalents consist of money market funds, which are valued at quoted market prices in an exchange and active markets. The fair values represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

(Continued)

As of December 31, 2012 and 2011, the Plan's investments measured at fair value on a recurring basis were as follows:

	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Total
2012			
Investments:			
Mutual funds:			
Bond funds	$ 27,583,862	$ -	$ 27,583,862
Equity funds			-
Growth	49,133,605	-	49,133,605
Blended	29,405,024	-	29,405,024
Value	16,206,233	-	16,206,233
Balanced funds	45,338,198	-	45,338,198
Commingled trust fund	-	31,053,074	31,053,074
Cash equivalents	8,955,380	-	8,955,380
Total	$ 176,622,302	$ 31,053,074	$ 207,675,376
2011			
Investments			
Mutual funds:			
Bond funds	$ 19,806,901	$ -	$ 19,806,901
Equity funds			-
Growth	45,512,575	-	45,512,575
Blended	26,439,670	-	26,439,670
Value	12,709,867	-	12,709,867
Balanced funds	35,375,019	-	35,375,019
Commingled trust fund	-	32,130,818	32,130,818
Cash equivalents	8,519,579	-	8,519,579
Total	$ 148,363,611	$ 32,130,818	$ 180,494,429

(5) Investments

The following investments represented more than 5 percent of net assets available for benefits as of December 31, 2012 and 2011:

	2012	2011
Fidelity Managed Income Portfolio II	$ 31,053,074	$ 32,130,818
PIMCO Total Return Fund Institutional Class	24,812,705	17,127,681
Fidelity Balanced K Fund	18,283,354	15,801,747
Mainstay Large Cap Growth I	17,388,217	-
Davis New York Venture Fund Y	15,045,363	14,022,022
Fidelity Diversified International K Fund	12,554,598	11,704,290
Hartford Midcap HLS Fund	-	9,498,580
American Funds Growth Fund R6	-	15,700,254

(Continued)

Following is a summary of net appreciation in plan investments, including realized gains (losses) on investments sold during the years ended December 31, 2012 and 2011:

	2012	2011
Bond funds	$ 530,233	35,931
Equity funds		
Growth	6,865,991	(4,324,449)
Blended	2,519,135	(2,027,849)
Value	1,643,779	(1,171,189)
Balanced funds	3,491,012	(1,326,598)
Net appreciation (depreciation) in fair value of investments	$ 15,050,150	$ (8,814,154)

(6) 5500 Reconciliation

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

	2012	2011
Net assets available for benefits per the audited financial statements	$ 209,833,697	$ 182,650,312
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	842,150	780,672
Net assets available for benefits per the Form 5500	$ 210,675,847	$ 183,430,984

The following is a reconciliation of net increase in net assets available for benefits for December 31, 2012 and 2011:

	2012	2011
Net increase in net assets available for benefits per the audited financial statements	$ 27,183,385	$ 3,303,457
Net change in adjustment from contract value to fair value for fully benefit-responsive investment	61,478	492,061
Net increase in net assets available for benefits per Form 5500	$ 27,244,863	$ 3,795,518

The reconciling item noted above is due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. Government reporting rules used to prepare the Form 5500 require the reporting of fully benefit-responsive investment contracts at fair value while accounting standards require these contracts to be reported at contract value.

(7) Information Certified by the Trustee

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator limited auditing procedures with respect to the investment information certified by the trustee, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the Supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year).

(Continued)

(8) Subsequent Event

The Company's management evaluates events occurring subsequent to the end of the year to determine whether they require recognition, disclosure or both in the Plan's financial statements. Events that provide additional evidence about conditions that existed at December 31, 2012 are recognized in the financial statements during the current period presented. Nonrecognized subsequent events are events that provide evidence about conditions that arose after the balance sheet date but are not recognized in the financial statements. Both types of subsequent events require disclosure in the financial statements if nondisclosure of such events causes the financial statements to be misleading. The Company's management has evaluated subsequent events through July 30, 2013, the date at which the financial statements were available to be issued.

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2012

EIN: 75-1727234
Plan Number: 002

Participant Contributions Transferred Late to Plan (Check Here if Late Participant Loan Repayments are Included) ☐	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 14,743	$ -	$ 14,743	$ -	$ -

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 75-1727234
Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio II	$ -	$ 31,053,074
	Pacific Investment Management	PIMCO Total Return Fund Inst Class	-	24,812,705
*	Fidelity Management Trust Company	Fidelity Balanced K Fund	-	18,283,354
	New York Life Investment Management LLC	Mainstay Large Cap Growth I	-	17,388,217
	Davis New York Venture Fund Inc	Davis NY Venture Fund Y	-	15,045,363
*	Fidelity Management Trust Company	Fidelity Diversified International K Fund	-	12,554,598
	Hartford Securities Distribution Company, Inc.	Hartford Midcap HLS Fund	-	10,076,987
*	Fidelity Management Trust Company	Spartan US Equity Index Fund	-	8,641,137
*	Fidelity Management Trust Company	Fidelity OTC K Portfolio	-	7,632,188
*	Fidelity Management Trust Company	Fidelity Low-Priced Stock K Fund	-	7,592,363
*	Fidelity Management Research Company	Fidelity US Treasury MM Fund	-	6,194,903
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2020	-	5,632,086
*	Fidelity Management Trust Company	Fidelity Small Cap Stock Fund	-	5,207,763
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2015	-	3,858,912
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2025	-	3,732,741
	American Beacon Advisors	American Beacon Large Cap Value Fund	-	3,618,771
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2035	-	2,939,773
	Morgan Stanley Investment Management, Inc.	Invesco Van Kampen Growth and Income R5	-	2,794,287
	The Vanguard Group	Vanguard Total Bond Mkt Investment	-	2,771,157
	The Vanguard Group	Vanguard Admiral Treasury MM Fund	-	2,760,477
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2040	-	2,684,381
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2030	-	2,596,889
	Lazard Funds Inc.	Lazard Emerging Mkt Open	-	2,200,812
*	Strategic Advisors, Inc.	Fidelity Freedom Income	-	1,759,857
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2045	-	1,613,091
*	Fidelity Management Research Company	Spartan Extnd Mkt Index	-	1,481,615
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2050	-	1,358,652
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2010	-	519,554
*	Fidelity Management Research Company	Spartan International Index	-	510,761
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2000	-	147,533
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2005	-	116,398
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2055	-	94,977
*	Loans to Participants	Participant Loans outstanding, interest rates ranging from 3.25% to 9.25%, maturity dates ranging from January 2012 to October 2022	0	3,000,471
		Total investments	$ -	$ 210,675,847

* Party-in-Interest

Note: Cost information has been omitted, as this is a participant-directed plan.



HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Financial Statements and Supplemental Schedules
December 31, 2012 and 2011

(With Report of Independent Auditors)

AUDIT REPORT

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
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All other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable or the required information is shown in the financial statements or the notes thereon.

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REPORT OF INDEPENDENT AUDITORS

To the Trustees and the Thrift Plan Investment Committee of the
Hunt Consolidated, Inc. Fidelity Thrift Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hunt Consolidated, Inc. Fidelity Thrift Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 financial information, which was certified by Fidelity Trust Management 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 for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Whitley Penn LLP

Dallas, Texas
July 30, 2013

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies - mutual funds	$ **167,666,922**	$ 139,844,032
Investments in commingled trust fund	**31,053,074**	32,130,818
Cash equivalents	**8,955,380**	8,519,579
Total investments, at fair value	**207,675,376**	180,494,429
Receivables:		
Notes receivable from participant loans	**3,000,471**	2,829,062
Employee contributions	**-**	97,355
Employer contributions	**-**	10,138
Total receivables	**3,000,471**	2,936,555
Total Assets	**210,675,847**	183,430,984
Liabilities	**-**	-
Net Assets Reflecting All Investments at Fair Value	**210,675,847**	183,430,984
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	**(842,150)**	(780,672)
Net Assets Available for Benefits	$ **209,833,697**	$ 182,650,312

See accompanying notes to financial statements.

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets		
Investment income (loss):		
Net (depreciation) appreciation in fair value of investments	$ 15,050,150	$ (8,814,154)
Dividends	5,593,471	3,714,458
Interest	1,048	1,098
Total investment income (loss)	20,644,669	(5,098,598)
Contributions:		
Participant	11,551,860	10,728,889
Employer	6,660,964	6,086,213
Rollovers	1,365,727	513,570
Total contributions	19,578,551	17,328,672
Interest on notes receivable from participant loans	117,335	99,396
Total additions to net assets	40,340,555	12,329,470
Deductions from Net Assets		
Benefits paid	13,140,072	9,010,239
Administrative expenses	17,098	15,774
Total deductions from net assets	13,157,170	9,026,013
Net increase in net assets available for benefits	27,183,385	3,303,457
Net assets available for benefits, beginning of year	182,650,312	179,346,855
Net Assets Available for Benefits, End of Year	$ 209,833,697	$ 182,650,312

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Hunt Consolidated, Inc. Fidelity Thrift Plan (the Plan) provides only general information. Participants should refer to the Plan document, as amended, for a complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering substantially all full-time employees of Hunt Consolidated, Inc. and participating affiliated companies (the Employer or Company) who are age 21 or older. The Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Plan Administration

Fidelity Management Trust Company (Fidelity) is the appointed Trustee of the Plan and manages a trust fund on behalf of the Plan. Fidelity Investments Institutional Operations Company, Inc., the transfer agent and record keeper, maintains participant account balances, including receipt and allocation of interest, dividends and contributions to elected investments and distributions and loans to participants.

(c) Participant and Employer Contributions

The Plan allows participants to make pretax, Roth and after-tax contributions, the sum of which may not exceed 20 percent of their 2012 and 2011 compensation. Pretax and Roth contributions may not exceed $17,000 and $16,500 per participant in 2012 and 2011, respectively, with the exception of catch-up contributions. In accordance with the 2001 Economic Growth and Tax Relief Act, participants age 50 or older are eligible to make catch-up contributions, up to $5,500 during 2012 and 2011, in addition to their pretax and Roth contributions. Participants may also contribute distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan.

Except as described below, the first 6 percent of salary contributed to the Plan is eligible for matching by the Employer. Catch-up contributions are not eligible for employer matching contributions. The Employer matches the first 6 percent of employee contributions dollar for dollar. However, the Employer will match 100 percent of the first 8 percent of salary contributed to the Plan for Hunt Refining Company and Alabama Bulk Terminal Company participants.

(d) Participant Accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, and the Employer contribution, and is adjusted for participant account earnings, gains and losses as well as loan recordkeeping fees, if applicable. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(e) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's matching contributions plus actual earnings thereon is based on a vesting schedule of 25 percent per year beginning in the second year of service, such that participants are 100 percent vested after 5 years of service. Nonvested contributions are forfeited upon termination of participants.

(f) Investment Options

Participants can elect to contribute to any investment option offered by the Plan. The Fidelity Thrift Plan Investment Committee is appointed by Hunt Consolidated, Inc. Board of Directors and has discretionary authority concerning investment options offered to participants of the Plan.

(Continued)

(g) Loans to Participants
Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 less the highest outstanding loan balance in the previous 12 months or 50 percent of the vested value of their account. Loan transactions are treated as transfers between the investment funds and participant loan accounts. Loan repayment terms range from less than one year to five years or, for a loan made for the purchase of a primary residence, a maximum repayment term of 10 years. Each loan is secured by the vested balance in the participant's account and bears interest at a rate as determined by the Plan Administrator that is commensurate with prevailing rates charged by commercial lenders for loans, which would be made under similar circumstances. Participant loans determined to be in default are reclassified as distributions. During 2012 and 2011, the Plan had $152 and $480, respectively, in defaulted loans reclassified as distributions. These amounts are included in benefits paid on the Statements of Changes in Net Assets Available for Benefits.

(h) Payment of Benefits
Participants withdrawing during the year for reasons of disability, retirement, death or termination are entitled to their vested account balance. If the payment is due to death or disability, the participant becomes one hundred percent vested. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited. Outside of termination, participants are allowed certain in-service withdrawals during March and September. Withdrawals are also allowed in the event of a hardship, provided specific criteria are met.

(i) Plan Termination
Although it has not expressed any intent to do so, the Employer 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.

(j) Forfeited Accounts
Forfeitures are used to reduce Employer contributions. Employer contributions were reduced by $152,345 and $196,738 from forfeited nonvested accounts in 2012 and 2011. At December 31, 2012 and 2011, there were $78,434 and $121,796 of unallocated forfeitures, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation
The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

(b) Cash Equivalents
Cash equivalents consist of investments in the Fidelity US Treasury Money Market Fund and the Vanguard Admiral Treasury Money Market Fund at December 31, 2012 and 2011.

(c) Investment Valuation and Income Recognition
Investments in mutual funds are recorded at fair value using quoted market prices. The commingled trust fund is recorded at fair value based on quoted market prices of the underlying assets when available. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as it is earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of mutual funds includes realized gains and losses on mutual funds sold during the year as well as appreciation (depreciation) of the investments held at year end.

(Continued)

Investment contracts are reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a commingled trust fund. The Statements of Net Assets Available for Benefits present the fair value of the commingled trust fund, as well as the adjustment of the investment in the commingled trust fund from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

(d) Notes Receivable from Participants
Notes receivable from participants are valued at their outstanding balances plus accrued but unpaid interest, if significant.

(e) Payment of Benefits
Benefits are recorded when paid.

(f) Plan Expenses
Certain administrative costs and expenses of the Plan are paid by the Employer at its discretion and, if not paid by the Employer, shall be paid by the Plan. Loan recordkeeping fees are paid by the participants.

(g) Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(h) Risks and Uncertainties
The Plan offers a number of investment options that are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

(i) Party-in-Interest Transactions
The Plan engaged in investment transactions with certain plan investments managed by Fidelity Management Trust Company, a related-party to Fidelity. As the record keeper and transfer agent, Fidelity is a party-in-interest with respect to the Plan. These transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(Continued)

(3) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 27, 2012, that the Plan is qualified under Section 401(a) of the IRC and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the letter. The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

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

(4) Fair-value Measurements

The following three-tier fair value hierarchy prioritizes the inputs used in measuring fair value.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

Registered Investment Companies – Mutual Funds – The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments. These include bond funds, equity funds and balanced funds.

Commingled Trust Fund – The commingled trust fund (CTF) is composed of fully benefit-responsive investment contracts and is classified as a Level 2 investment. The fair value of fully benefit-responsive investment contracts is calculated using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities. The CTF is not available in an exchange and active market, however, the fair value is determined based on the underlying investments as traded in an exchange and active market.

Cash Equivalents – Cash equivalents consist of money market funds, which are valued at quoted market prices in an exchange and active markets. The fair values represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

(Continued)

As of December 31, 2012 and 2011, the Plan's investments measured at fair value on a recurring basis were as follows:

	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Total
2012			
Investments:			
Mutual funds:			
Bond funds	$ 27,583,862	$ -	$ 27,583,862
Equity funds			-
Growth	49,133,605	-	49,133,605
Blended	29,405,024	-	29,405,024
Value	16,206,233	-	16,206,233
Balanced funds	45,338,198	-	45,338,198
Commingled trust fund	-	31,053,074	31,053,074
Cash equivalents	8,955,380	-	8,955,380
Total	$ 176,622,302	$ 31,053,074	$ 207,675,376
2011			
Investments			
Mutual funds:			
Bond funds	$ 19,806,901	$ -	$ 19,806,901
Equity funds			-
Growth	45,512,575	-	45,512,575
Blended	26,439,670	-	26,439,670
Value	12,709,867	-	12,709,867
Balanced funds	35,375,019	-	35,375,019
Commingled trust fund	-	32,130,818	32,130,818
Cash equivalents	8,519,579	-	8,519,579
Total	$ 148,363,611	$ 32,130,818	$ 180,494,429

(5) Investments

The following investments represented more than 5 percent of net assets available for benefits as of December 31, 2012 and 2011:

	2012	2011
Fidelity Managed Income Portfolio II	$ 31,053,074	$ 32,130,818
PIMCO Total Return Fund Institutional Class	24,812,705	17,127,681
Fidelity Balanced K Fund	18,283,354	15,801,747
Mainstay Large Cap Growth I	17,388,217	-
Davis New York Venture Fund Y	15,045,363	14,022,022
Fidelity Diversified International K Fund	12,554,598	11,704,290
Hartford Midcap HLS Fund	-	9,498,580
American Funds Growth Fund R6	-	15,700,254

(Continued)

Following is a summary of net appreciation in plan investments, including realized gains (losses) on investments sold during the years ended December 31, 2012 and 2011:

	2012	2011
Bond funds	$ 530,233	35,931
Equity funds		
Growth	6,865,991	(4,324,449)
Blended	2,519,135	(2,027,849)
Value	1,643,779	(1,171,189)
Balanced funds	3,491,012	(1,326,598)
Net appreciation (depreciation) in fair value of investments	$ 15,050,150	$ (8,814,154)

(6) 5500 Reconciliation

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

	2012	2011
Net assets available for benefits per the audited financial statements	$ 209,833,697	$ 182,650,312
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	842,150	780,672
Net assets available for benefits per the Form 5500	$ 210,675,847	$ 183,430,984

The following is a reconciliation of net increase in net assets available for benefits for December 31, 2012 and 2011:

	2012	2011
Net increase in net assets available for benefits per the audited financial statements	$ 27,183,385	$ 3,303,457
Net change in adjustment from contract value to fair value for fully benefit-responsive investment	61,478	492,061
Net increase in net assets available for benefits per Form 5500	$ 27,244,863	$ 3,795,518

The reconciling item noted above is due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. Government reporting rules used to prepare the Form 5500 require the reporting of fully benefit-responsive investment contracts at fair value while accounting standards require these contracts to be reported at contract value.

(7) Information Certified by the Trustee

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator limited auditing procedures with respect to the investment information certified by the trustee, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the Supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year).

(Continued)

(8) Subsequent Event

The Company's management evaluates events occurring subsequent to the end of the year to determine whether they require recognition, disclosure or both in the Plan's financial statements. Events that provide additional evidence about conditions that existed at December 31, 2012 are recognized in the financial statements during the current period presented. Nonrecognized subsequent events are events that provide evidence about conditions that arose after the balance sheet date but are not recognized in the financial statements. Both types of subsequent events require disclosure in the financial statements if nondisclosure of such events causes the financial statements to be misleading. The Company's management has evaluated subsequent events through July 30, 2013, the date at which the financial statements were available to be issued.

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2012

EIN: 75-1727234
Plan Number: 002

Participant Contributions Transferred Late to Plan (Check Here if Late Participant Loan Repayments are Included) ☐	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 14,743	$ -	$ 14,743	$ -	$ -

HUNT CONSOLIDATED, INC.
FIDELITY THRIFT PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 75-1727234
Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio II	$ -	$ 31,053,074
	Pacific Investment Management	PIMCO Total Return Fund Inst Class	-	24,812,705
*	Fidelity Management Trust Company	Fidelity Balanced K Fund	-	18,283,354
	New York Life Investment Management LLC	Mainstay Large Cap Growth I	-	17,388,217
	Davis New York Venture Fund Inc	Davis NY Venture Fund Y	-	15,045,363
*	Fidelity Management Trust Company	Fidelity Diversified International K Fund	-	12,554,598
	Hartford Securities Distribution Company, Inc.	Hartford Midcap HLS Fund	-	10,076,987
*	Fidelity Management Trust Company	Spartan US Equity Index Fund	-	8,641,137
*	Fidelity Management Trust Company	Fidelity OTC K Portfolio	-	7,632,188
*	Fidelity Management Trust Company	Fidelity Low-Priced Stock K Fund	-	7,592,363
*	Fidelity Management Research Company	Fidelity US Treasury MM Fund	-	6,194,903
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2020	-	5,632,086
*	Fidelity Management Trust Company	Fidelity Small Cap Stock Fund	-	5,207,763
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2015	-	3,858,912
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2025	-	3,732,741
	American Beacon Advisors	American Beacon Large Cap Value Fund	-	3,618,771
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2035	-	2,939,773
	Morgan Stanley Investment Management, Inc.	Invesco Van Kampen Growth and Income R5	-	2,794,287
	The Vanguard Group	Vanguard Total Bond Mkt Investment	-	2,771,157
	The Vanguard Group	Vanguard Admiral Treasury MM Fund	-	2,760,477
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2040	-	2,684,381
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2030	-	2,596,889
	Lazard Funds Inc.	Lazard Emerging Mkt Open	-	2,200,812
*	Strategic Advisors, Inc.	Fidelity Freedom Income	-	1,759,857
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2045	-	1,613,091
*	Fidelity Management Research Company	Spartan Extnd Mkt Index	-	1,481,615
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2050	-	1,358,652
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2010	-	519,554
*	Fidelity Management Research Company	Spartan International Index	-	510,761
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2000	-	147,533
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2005	-	116,398
*	Strategic Advisors, Inc.	Fidelity Freedom Fund K 2055	-	94,977
*	Loans to Participants	Participant Loans outstanding, interest rates ranging from 3.25% to 9.25%, maturity dates ranging from January 2012 to October 2022	0	3,000,471
		Total investments	$ -	$ 210,675,847

* Party-in-Interest

Note: Cost information has been omitted, as this is a participant-directed plan.