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
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1995

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

MEARS DESTINATION SERVICES, INC.

324 W. GORE STREET
ORLANDO, FL 32806

2b Employer Identification Number (EIN) 59-2260852

2c Sponsor's telephone number 407-422-4561

2d Business code (see instructions) 485990

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.	09/03/2013	JOHN WOLFE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	1010
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**	849
b Retired or separated participants receiving benefits	**6b**	7
c Other retired or separated participants entitled to future benefits	**6c**	94
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	950
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	950
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	535
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	21
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 3D 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)	[X]	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)	[X]	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)	[X]	**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)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**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	**B** Three-digit plan number (PN) ▶
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN	002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MEARS DESTINATION SERVICES, INC.	59-2260852

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

SUNTRUST BANKS, INC.

303 PEACHTREE STREET, 15TH FLOOR
ATLANTA, GA 30308

(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?
21	TRUSTEE	13922	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
59-2260852

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: SUNTRUST STABLE ASSET FUND

b Name of sponsor of entity listed in (a): SUNTRUST BANKS, INC.

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)
62-1240517-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION FUND

b Name of sponsor of entity listed in (a): FEDERATED INVESTORS 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)
22-2712853-001	C	1687249

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

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

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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
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MEARS DESTINATION SERVICES, INC.

D Employer Identification Number (EIN)
59-2260852

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	547295	535891
(9) Value of interest in common/collective trusts	1c(9)	1485583	1687249
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	11328985	12567008
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13361863	14790148
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	13361863	14790148

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)	460579	
(B) Participants	2a(1)(B)	1181781	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1642360
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	21164	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21164
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	367775	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		367775
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		54752
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1179346
c Other income	2c		978
d Total income. Add all **income** amounts in column (b) and enter total	2d		3266375
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1745631	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1745631
f Corrective distributions (see instructions)	2f		17508
g Certain deemed distributions of participant loans (see instructions)	2g		61029
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	13922	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		13922
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1838090
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1428285
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: AVERETT WARMUS DURKEE **(2)** EIN: 59-3214308

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MEARS DESTINATION SERVICES, INC.

D Employer Identification Number (EIN)
59-2260852

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): 20-3691658

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):

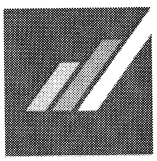
MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

(Employer Identification No. 59-2260852-002)

Orlando, Florida

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of December 31, 2012 and 2011, and the Year Ended December 31, 2012



AVERETT
WARMUS
DURKEE

Certified Public Accountants and Business Advisors

MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

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AVERETT
WARMUS
DURKEE

Certified Public Accountants and Business Advisors

1417 East Concord Street
Orlando, Florida 32803
Phone (407) 849-1569
Fax (407) 849-1119

Independent Auditors' Report

To the Plan Sponsor and Trustees of the
Mears Destination Services, Inc.
401(k) Savings Plan
Orlando, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mears Destination Services, Inc. 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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.

To the Plan Sponsor and Trustees of the
Mears Destination Services, Inc.
401(k) Savings Plan

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 schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Averett Warmus Durkee

Orlando, Florida
July 11, 2013

MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

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

	2012	2011
Assets:		
Investments, at fair value:		
Mutual funds	$ 12,566,612	$ 11,328,878
Common collective trust	1,716,979	1,518,832
Total investments	14,283,591	12,847,710
Receivables:		
Notes receivable from participants	535,891	547,295
Employer contributions	4,396	6,231
Total receivables	540,287	553,526
Cash	395	107
Total assets	14,824,273	13,401,343
Liabilities:		
Excess contributions payable	7,004	19,685
Net Assets Available for Benefits, at fair value	14,817,269	13,381,658
Adjustment From Fair Value to Contract Value for Interest in Common Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	(29,730)	(33,249)
Net Assets Available for Benefits	$ 14,787,539	$ 13,348,409

See accompanying notes.

MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to Net Assets Attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,226,999
Interest and dividends	374,873
Total investment income	1,601,872
Interest on notes receivable from participants	21,562
Contributions:	
Participant	1,175,755
Employer	458,743
Total contributions	1,634,498
Total additions	3,257,932
Deductions from Net Assets Attributed to:	
Benefits paid to participants or beneficiaries	1,804,881
Administrative expenses	13,921
Total deductions	1,818,802
Net Increase	1,439,130
Net Assets Available for Benefits:	
Beginning of year	13,348,409
End of year	$ 14,787,539

See accompanying notes.

1. Description of Plan:

The following brief description of the Mears Destination Services, Inc. 401(k) Savings Plan (the "Plan") provides only general information regarding the Plan's provisions in effect at December 31, 2012. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established by Mears Destination Services, Inc. (the "Employer" and "Plan Sponsor") as a defined-contribution plan. Participating employers in the Plan, which are affiliates of the Employer, include Hello Florida, Inc., Hello Arizona, Inc., Hello Las Vegas, Inc., Hello Washington D.C. Inc., Executive Pilot Services, Inc., and Mears Global Chauffeured Services Inc.

Substantially all employees who are at least age 21 and who have completed one year of service, as defined by the Plan agreement, are eligible to participate in the Plan. Employees are eligible to participate in the Plan as of January 1, April 1, July 1, and October 1 coincident with or immediately following the date that the employee satisfies the eligibility requirements. After the first 12-month eligibility service period, the Plan measures the eligibility service period on an anniversary basis.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Federal income taxes on amounts contributed by the participants are deferred in accordance with Section 401(k) of the Internal Revenue Code.

Contributions

Participant:

Each year, participants may contribute up to 75% of their annual compensation, as defined by the Plan agreement. Participant deferral contributions are transferred to the Plan throughout the year.

Employer:

The Employer may, at its discretion, match participant deferral contributions. For the year ended December 31, 2012, the Employer elected to match 50% of the participant's deferral contributions up to 6% of the participant's compensation, as defined by the Plan agreement. Additionally, the Employer may make periodic non-elective contributions to the Plan at the discretion of the Employer's Board of Directors. Allocations of these Employer discretionary contributions are made to individual participants' accounts based on the ratio of each participant's eligible compensation to the total eligible compensation of all participants for that year. No discretionary contributions were made during the year ended December 31, 2012. Employer contributions are transferred to the Plan throughout the year.

All participant and Employer contributions are subject to the limitations specified by the Plan and the Internal Revenue Code and Regulations.

Participant Accounts

Participants' accounts are credited with their elective contributions and allocations of the Employer contributions and Plan earnings. Allocations are generally based on direct investment options chosen by the participants, the relative compensation of the participants, or on their relative account balances, as defined in the Plan.

1. Description of Plan – Continued:

Vesting

The benefits to which a participant is entitled are those that can be provided by the contributions and earnings thereon, including net unrealized gains and losses, which are credited to the participant's account.

Participants are fully vested in their elective contributions and earnings thereon at all times. Participants become fully vested in Employer contributions and earnings thereon upon retirement, at death, upon total and permanent disability, or after two years of service, as defined in the Plan.

Notes Receivable From Participants

Participants may obtain notes based on their vested account balances subject to certain conditions. The minimum loan permitted is $1,000 and the maximum amount is the lesser of 50% of the participant's vested account balance or $50,000. Interest rates on participant notes are determined based on a reasonable rate of interest. The rate of interest will be a fixed rate equal to the prime rate of interest plus 1%. Note payments consisting of principal and interest are made through payroll deductions over a term of one to five years or up to fifteen years for the purchase of a primary residence.

At December 31, 2012, the notes earned interest at rates ranging from 4.25% to 8.25%, and maturities ranged from 2013 to 2021. As of December 31, 2012, all loans are considered collectible. Notes receivable balances are collateralized by the borrower's vested account balances in the Plan.

Payment of Benefits

Upon termination of service due to retirement, death, disability, or attainment of age 59½, a participant or beneficiaries may elect to receive an amount equal to the value of the participant's vested interest in his or her account as a lump sum payment or in periodic payments, as defined in the Plan agreement.

Investment Options

Upon enrollment in the Plan, a participant may direct participant deferral contributions and Employer contributions to any of the Plan's investment options offered by SunTrust Bank, (the "Trustee"). Participants may change their contribution allocations periodically and transfer amounts between funds daily.

Forfeited Accounts

The Plan allocates forfeited amounts to reduce Employer contributions in the year forfeitures occur. Forfeitures of Employer contributions during the Plan year ended December 31, 2012, totaled $1,930. During 2012, $1,645 of forfeitures was used to reduce Employer contributions. At December 31, 2012, forfeited non-vested account balances available to reduce future Employer contributions were $395.

Plan Expenses

Certain administrative expenses are paid by the Plan. These expenses are primarily investment management fees paid to the Trustee. The Employer pays substantially all administrative expenses of the Plan, including legal and audit fees.

2. Summary of Significant Accounting Policies:

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement 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 common collective trust. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions at the time the participant's or beneficiary's benefits become distributable based upon the terms of the Plan document.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. The net change in the fair value of investments during the Plan year is included in the statement of changes in net assets available for benefits. Net appreciation or depreciation in the fair value of investments consists of the net realized gains or losses on investments sold and the net unrealized gains or losses on investments held.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Plan management has evaluated subsequent events through July 11, 2013, the date which the financial statements were available to be issued.

3. Investments:

The following presents investments that represent five percent or more of the Plan's net assets, at fair value at December 31, 2012 and 2011:

	2012	2011
Federated Capital Preservation Fund ISP	$ 1,687,249	$ -
RidgeWorth International Equity Index Fund	1,149,510	1,037,365
RidgeWorth Core Bond Fund	929,956	843,151
RidgeWorth Large Cap Value Equity Fund	1,017,029	974,580
RidgeWorth Small Cap Value Equity Fund	1,356,176	1,266,804
SunTrust Retirement Stable Asset Fund	-	1,518,832
T. Rowe Price Mid-Cap Growth Fund	*	783,397
T. Rowe Price Retirement 2010 Fund	1,306,808	1,315,175
Vanguard 500 Index Signal Fund	1,772,677	1,566,749

* Less than 5% of Plan net assets

During the year ended December 31, 2012, the Plan's investments (including investments bought, sold, and held) appreciated in value as follows:

Mutual funds	$ 1,179,346
Common collective trust	47,653
Net appreciation in fair value of investments	$ 1,226,999

4. Fair Value Measurements:

Fair value is measured using a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability; and
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

4. Fair Value Measurements – Continued:

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

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust: Valued at the NAV of units of bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2012 and 2011:

	2012		
	Level 1	Level 2	Total
Mutual funds:			
International funds	$ 1,297,550	$ -	$ 1,297,550
Small/mid cap funds	3,095,213	-	3,095,213
Large cap funds	3,726,276	-	3,726,276
Balanced funds	3,150,785	-	3,150,785
Bonds	1,296,788	-	1,296,788
Common collective trust	-	1,716,979	1,716,979
Total assets at fair value	$ 12,566,612	$ 1,716,979	$ 14,283,591

4. Fair Value Measurements – Continued:

	2011		
	Level 1	Level 2	Total
Mutual funds:			
International funds	$ 1,130,367	$ -	$ 1,130,367
Small/mid cap funds	3,050,653	-	3,050,653
Large cap funds	3,049,524	-	3,049,524
Balanced funds	2,778,975	-	2,778,975
Bonds	1,319,359	-	1,319,359
Common collective trust	-	1,518,832	1,518,832
Total assets at fair value	$ 11,328,878	$ 1,518,832	$ 12,847,710

The following tables summarize investments measured at fair value based on net asset value per share as of December 31, 2012 and 2011:

Fair Value of Assets Measured on NAV

	2012		
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)
Federated Capital Preservation Fund	$ 1,716,979	n/a	Daily

	2011		
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible and funds are available)
SunTrust Retirement Stable Asset Fund	$ 1,518,832	n/a	Daily

Redemptions by participants for eligible withdrawals can be made in accordance with the trust's declaration. Requests can be made and processed daily but some requests may be subject to 12-month notice period.

5. Related-Party Transactions:

The Plan's investments and notes receivable from participants are held by the Plan's Trustee, SunTrust Bank, and certain Plan investments are managed by the Trustee or an affiliate of the Trustee. Transactions with the Trustee are considered to be transactions with a party-in-interest. For the year ended December 31, 2012, fees paid to the Trustee totaled $13,921.

6. Plan Termination:

Although the Employer 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 a Plan termination, participant will become 100% vested in their accounts.

7. Tax Status:

Effective January 1, 2010, the Plan Sponsor adopted the SunTrust Bank Defined Contribution Prototype Plan and Trust which received an opinion letter from the Internal Revenue Service dated March 31, 2008. The Plan Sponsor relies on the opinion letter and the Plan is required to operate in conformity with the Internal Revenue Code to maintain its qualification. The Plan Sponsor and Trustees believe the Plan is currently operated in compliance with applicable requirements of the Internal Revenue Code and, therefore, believe the Plan is qualified and the related trust is exempt from federal income taxes as of the financial statement date.

The Plan Sponsor has evaluated tax positions taken by the Plan and recognizes 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 Internal Revenue Service. The Plan Sponsor 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 the Internal Revenue Service ("IRS"). An IRS audit was performed for the 2008 tax period and resulted in no changes. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2009.

8. Excess Contributions:

To satisfy the relevant nondiscrimination provisions of the Plan, at December 31, 2012 and 2011, excess participant deferral contributions of $7,004 and $18,335, respectively, and Employer contributions of zero and $1,350, respectively, were refunded to Plan participants and the Plan Sponsor, respectively, after year end. Participant deferral and Employer contributions are net of these excess contributions.

9. Summary of Information Certified by the Plan Trustee:

At December 31, 2012 and 2011, and for the year ended December 31, 2012, the Plan Trustee held the Plan's assets, including investments and notes receivable from participants, and executed investment transactions. Financial information relating to those assets is included in the accompanying financial statements, including Notes 3 and 4, and the supplemental schedule of assets (held at end of year), and such information has been derived from reports certified as complete and accurate by the Trustee. Information provided by the Trustee, which has not been audited by independent accountants, is summarized as follows:

	2012	2011
Cash	$ 395	$ 107
Investments	14,253,861	12,814,461
Notes receivable from participants	535,891	547,295
	$ 14,790,147	$ 13,361,863
Net appreciation in fair value of investments	$ 1,226,999	
Interest and dividend income on investments	374,873	
Interest on notes receivable from participants	21,562	
Total income	$ 1,623,434	

10. Risks and Uncertainties:

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

11. Reconciliation of Financial Statements to Form 5500:

The Plan's Form 5500, Annual Return/Report of Employee Benefit Plan, for the years ended December 31, 2012 and 2011, was prepared by the Trustee, whose policy is to prepare such returns on the modified cash basis of accounting. The following is a summary of differences between the financial statements and the Form 5500:

	Net Assets Available for Benefits December 31,		Year Ended December 31, 2012	
	2012	2011	Total Income	Total Expenses
Balances per financial statements	$ 14,787,539	$ 13,348,409	$ 3,257,932	$ 1,818,802
Employer contribution receivable attributed to 2012 received in 2013	(4,396)	-	(4,396)	-
Employer contribution receivable attributed to 2011 received in 2012	-	(6,231)	6,231	-
Accrual of excess participant deferral and employer contributions attributed to 2012 refunded in 2013	7,004	-	7,004	-
Accrual of excess participant deferral and employer contributions attributed to 2011 refunded in 2012	-	19,685	-	19,685
Classification and rounding differences	1	-	(396)	(397)
Balances per Form 5500	$ 14,790,148	$ 13,361,863	$ 3,266,375	$ 1,838,090

SUPPLEMENTAL SCHEDULE

MEARS DESTINATION SERVICES, INC. 401(K) SAVINGS PLAN
(Employer Identification No. 59-2260852-002)

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment: Maturity Date	(c) Description of Investment: Rate of Interest	(c) Description of Investment: Collateral	(d) Cost	(e) Current Value
	Cash	N/A	N/A	N/A	N/A	$ 395
	Mutual Funds:					
	BlackRock Equity Dividend A Fund	N/A	N/A	N/A	N/A	335,944
	Dreyfus Small Cap Stock Index Fund	N/A	N/A	N/A	N/A	94,154
	Federated Mid Cap Index Fund	N/A	N/A	N/A	N/A	388,174
	Fidelity Advisor Equity Growth Fund	N/A	N/A	N/A	N/A	528,395
	Fidelity Advisor Small Cap Fund	N/A	N/A	N/A	N/A	466,913
	Franklin Income Fund	N/A	N/A	N/A	N/A	383,319
	MFS Research International R3 Fund	N/A	N/A	N/A	N/A	148,040
*	RidgeWorth International Equity Index Fund	N/A	N/A	N/A	N/A	1,149,510
*	RidgeWorth Core Bond Fund	N/A	N/A	N/A	N/A	929,956
*	RidgeWorth Large Cap Value Equity Fund	N/A	N/A	N/A	N/A	1,017,029
*	RidgeWorth Mid-Cap Value Equity I	N/A	N/A	N/A	N/A	83,719
*	RidgeWorth Select Large Cap Growth Stock	N/A	N/A	N/A	N/A	72,231
*	RidgeWorth Short-Term US Treasury Securities Fund	N/A	N/A	N/A	N/A	124,407
*	RidgeWorth Small Cap Value Equity Fund	N/A	N/A	N/A	N/A	1,356,176
	T. Rowe Price Mid-Cap Growth Fund	N/A	N/A	N/A	N/A	706,077
	T. Rowe Price Retirement 2010 Fund	N/A	N/A	N/A	N/A	1,306,808
	T. Rowe Price Retirement 2020 Fund	N/A	N/A	N/A	N/A	305,000
	T. Rowe Price Retirement 2030 Fund	N/A	N/A	N/A	N/A	482,789
	T. Rowe Price Retirement 2040 Fund	N/A	N/A	N/A	N/A	638,980
	Templeton Global Bond Fund	N/A	N/A	N/A	N/A	89,571
	Vanguard 500 Index Signal Fund	N/A	N/A	N/A	N/A	1,772,677
	Vanguard Short Term Bond Index Signal Fund	N/A	N/A	N/A	N/A	152,854
	Vanguard Target Retirement 2010 Fund	N/A	N/A	N/A	N/A	436
	Vanguard Target Retirement 2020 Fund	N/A	N/A	N/A	N/A	30,031
	Vanguard Target Retirement 2030 Fund	N/A	N/A	N/A	N/A	2,089
	Vanguard Target Retirement 2040 Fund	N/A	N/A	N/A	N/A	1,333
	Common Collective Trust:					
	Federated Capital Preservation Fund ISP	N/A	N/A	N/A	N/A	1,687,249
*	Notes Receivable From Participants	2013 to 2021	4.25% to 8.25%	50% of borrowers' vested account balances	-0-	535,891
					N/A	$ 14,790,147

*Indicates a party-in-interest

ASSETS HELD FOR INVESTMENT PURPOSES

Mears Destination Services Inc 401(k) Savings Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1MRSHX			130,884.20	148,040.58
1SU-INI			1,381,516.27	1,149,509.93
1DISSX			87,624.36	94,154.21
1FSCTX			459,569.85	466,913.34
1SU-SCE			1,289,843.39	1,356,176.28
1RRMGX			643,088.11	706,076.78
1FMDCX			322,124.24	388,173.57
1SU-MVL			82,226.13	83,718.88
1FA-EGF			425,578.70	528,394.84
1SU-TAX			78,163.44	72,231.14
1VIFSX			1,605,172.97	1,772,677.23
1MDDVX			311,542.17	335,944.15
1SU-VI			856,043.60	1,017,028.75
1RRTAX			1,128,669.26	1,306,808.47
1RRTBX			270,180.44	305,000.11
1RRTCX			427,806.27	482,788.51
1RRTDX			567,829.78	638,980.29
1VTENX			440.90	436.08
1VTWNX			30,035.14	30,030.92
1VTHRX			2,067.94	2,088.87
1VFORX			1,330.92	1,333.40
1FKINX			357,631.44	383,318.82
1TPINX			88,638.42	89,570.59
1SU-IGB			909,469.13	929,955.97
1VBSSX			153,275.55	152,853.88
1SU-UST			127,464.85	124,407.37
1FE-CAP			1,687,248.50	1,687,248.50
			13,425,465.97	**14,253,861.46**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	534,509.68	535,891.16
FORFEITURES			395.26	395.26

ASSETS HELD FOR INVESTMENT PURPOSES

Mears Destination Services Inc 401(k) Savings Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1MRSHX	MFS Research International R3
1DISSX	Dreyfus Small Cap Stock Index Fund
1SU-SCE	RidgeWorth Small Cap Value Equity I
1FMDCX	Federated Mid-Cap Index Svc
1FA-EGF	Fidelity Advisor Equity Growth Fund - T
1VIFSX	Vanguard 500 Index Signal
1SU-VI	RidgeWorth Large Cap Value Equity I
1RRTBX	T. Rowe Price Retirement 2020 R
1RRTDX	T. Rowe Price Retirement 2040 R
1VTWNX	Vanguard Target Retirement 2020 Inv
1VFORX	Vanguard Target Retirement 2040 Inv
1TPINX	Templeton Global Bond A
1VBSSX	Vanguard Short Term Bond Index Signal
1FE-CAP	Federated Capital Preservation Fund ISP
1SU-INI	RidgeWorth International Equity Index I
1FSCTX	Fidelity Advisor Small Cap T
1RRMGX	T. Rowe Price Mid-Cap Growth R
1SU-MVL	RidgeWorth Mid-Cap Value Equity I
1SU-TAX	RidgeWorth Select Large Cap Grth Stock I
1MDDVX	BlackRock Equity Dividend A
1RRTAX	T. Rowe Price Retirement 2010 R
1RRTCX	T. Rowe Price Retirement 2030 R
1VTENX	Vanguard Target Retirement 2010 Inv
1VTHRX	Vanguard Target Retirement 2030 Inv
1FKINX	Franklin Income A
1SU-IGB	RidgeWorth Core Bond I
1SU-UST	RidgeWorth S-T US Treasury Securities I

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year