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;
- [X] 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
MINTO 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

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

MINTO COMMUNITIES, LLC

4400 WEST SAMPLE ROAD, SUITE 200
COCONUT CREEK, FL 33073-3450

2b Employer Identification Number (EIN) 32-0155666

2c Sponsor's telephone number 954-973-4490

2d Business code (see instructions) 236110

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

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

Preparer's telephone number (optional)

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

MINTO COMMUNITIES, LLC

4400 WEST SAMPLE ROAD, SUITE 200
COCONUT CREEK, FL 33073-3450

3b Administrator's EIN: 32-0155666

3c Administrator's telephone number: 954-973-4490

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**	144
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**	92
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	43
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	135
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	135
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	98
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MINTO 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MINTO COMMUNITIES, LLC

D Employer Identification Number (EIN)
32-0155666

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

RUSSELL INVESTMENTS

91-1175092

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

PIMCO FUNDS

2187 ATLANTIC STREET
STAMFORD, CT 06902

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

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

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

INGHAM & COMPANY

65-0170152

(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?
13	NONE	28978	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

(complete as many entries as needed)

a Name: GLSC & COMPANY, PLLC	**b** EIN: 20-3157326	
c Position: AUDITOR		
d Address: 6303 BLUE LAGOON DRIVE SUITE 200 MIAMI, FL 33126	**e** Telephone: 305-373-0123	

Explanation: AUDITOR/CPA FIRM IS REVIEWED ANNUALLY; DECIDED TO CHANGE FIRMS FOR 2012 PLAN AUDIT.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MINTO 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MINTO COMMUNITIES, LLC

D Employer Identification Number (EIN)
32-0155666

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)	6490	7482
(2) Participant contributions	1b(2)	0	1940
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	103232	173897
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4349690	4915978
(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	4459412	5099297
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	14019	20216
k	Total liabilities (add all amounts in lines 1g through1j)	1k	14019	20216
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4445393	5079081

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)	145949	
	(B) Participants	2a(1)(B)	374885	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		520834
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	3639	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3639
	(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)	183861	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		183861
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		392952
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1101286
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	418719	
(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)		418719
f Corrective distributions (see instructions)	2f		17999
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1495	
(3) Investment advisory and management fees	2i(3)	29385	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		30880
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		467598
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		633688
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: RICARDO SANTOS CPA, PA **(2)** EIN: 20-2067431

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
MINTO 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MINTO COMMUNITIES, LLC

D Employer Identification Number (EIN)
32-0155666

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): 58-1428634

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):

MINTO 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011 AND SUPPLEMENTAL SCHEDULES FOR THE YEAR ENDED DECEMBER 31, 2012

MINTO 401(k) RETIREMENT PLAN

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ALL SCHEDULES, OTHER THAN THE SCHEDULES INDICATED ABOVE, ARE OMITTED BECAUSE OF THE ABSENCE OF CONDITIONS UNDER WHICH THEY ARE REQUIRED.

Ricardo Santos CPA, PA
certified public accountant

7750 SW 117 Avenue • Suite 205
Miami, Florida 33183
Ph: (305) 961-1147
Fax: (786) 265-1757
www.rsantoscpa.com

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Minto 401(k) Retirement Plan
Coconut Creek, Florida

Report on the Financial Statements

I have audited the accompanying financial statements of Minto 401(k) Retirement Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year 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

My responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Minto 401(k) Retirement Plan as of December 31, 2012, and the changes in its net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

INDEPENDENT AUDITOR'S REPORT (cont'd)

To the Trustees of
Minto 401(k) Retirement Plan
Coconut Creek, Florida

Other Matter

The financial statements of Minto 401(k) Retirement Plan as of and for the year ended December 31, 2011, were audited by other auditors whose report dated August 1, 2012, expressed and unmodified opinion on those statements.

Report on Supplemental Information

My audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) as of December 31, 2012 and 2011, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In myr opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ricardo Santos CPA, PA

August 12, 2013

MINTO 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2012	2011
ASSETS		
Investments, at fair value		
Mututal funds	$ 4,915,978	$ 4,349,690
Receivables:		
Participants' loans	173,897	103,232
Employees' contributions	1,940	-
Employer's contributions	7,482	6,490
Total receivables	183,319	109,722
Total assets	5,099,297	4,459,412
LIABILITIES		
Excess deferrals payable	20,216	14,019
Total liabilities	20,216	14,019
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,079,081	$ 4,445,393

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

MINTO 401(k) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012

ADDITIONS		
Additions to net assets available for benefits attributed to:		
Investment income		
Net appreciation (realized and unrealized) in fair value of investments	$	392,952
Dividends on registered investments		183,861
Interest on participant loans		3,639
		580,452
Contributions:		
Participants'		374,885
Employer's		145,949
		520,834
TOTAL ADDITIONS		1,101,286
DEDUCTIONS		
Deductions from net assets available for benefits attributed to:		
Benefits paid to participants		418,719
Excess deferrals		17,999
Administrative fees and other charges		30,880
TOTAL DEDUCTIONS		467,598
NET INCREASE		633,688
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		4,445,393
End of year	$	5,079,081

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

MINTO 401(k) RETIREMENT PLAN

Notes to Financial Statements

Years Ended December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Minto 401(k) Retirement Plan (the "Plan") provides general information regarding the Plan. Participants should refer to the Plan agreement for a complete description of specific Plan provisions.

General —The Plan became effective January 1, 1994 and has been amended thereafter with the latest amendment dated March 8, 2009 which was effective retroactively for the plan years beginning on or after July 31, 2007 and was an Amendment for the Final 415 Regulations which listed certain updated provisions of the Final Regulations under Code Sections 415. The Plan is a defined contribution plan available to employees of Minto Communities, LLC and Affiliates (the "Company" or "Employer") who have attained the age of 21 and completed one year of service as defined. Eligible employees can become participants in the Plan on January 1 and July 1, after satisfying the age and service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administration — The Plan is administered by the Company. Designated officers of the Company are the trustees of the Plan assets.

Contributions — The Plan participants may contribute up to $17,000 of pretax annual compensation for the year 2012 (plus allowable catch-up contributions), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Additional amounts may be contributed at the option of the Employer. For the year ended December 31, 2012 and 2011, the employer's matching contribution was 50% of the first 6% of eligible compensation that participant contributed to the Plan during 2012. Contributions are subject to certain limitations.

Participant Accounts — Each participant's account is credited with the participant's contribution, an allocation of the Employer's contribution, a forfeiture allocation, if applicable, Plan earnings and administrative expenses. Employer's contribution allocations are based on participants' compensation levels and statutory limitations. Allocations of Plan earnings are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures — Currently, forfeitures are used to reduce employer matching contributions. At December 31, 2012 and 2011, forfeited non vested accounts totaled $9,575 and $10,398, respectively.

Withholding Taxes — The Plan is required to withhold 20% of distributions not directly transferred to another qualified plan or IRA account. These funds are then remitted to the Internal Revenue Service.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Vesting — Participants are immediately vested, in their contributions plus actual earnings thereon. Vesting in the Employer's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service as follows:

Full Years of Service	Percentage Vested
Less than 2	0
2 but less than 3	20
3 but less than 4	40
4 but less than 5	60
5 but less than 6	80
6 or more	100

Payment of Benefits — Upon termination of service, a participant receives payment for the vested value of his/her account. If a participant's vested account balance is less than $1,000, the Plan will distribute the balance in a lump sum distribution. For vested accounts with balances in excess of $1,000, a participant may elect to receive the value of his or her account either by lump sum distribution, part lump sum and part installments, installment payments over a specified period of time (annually, quarterly, monthly), not exceeding the life expectancy or joint life expectancy of the participant and the participant's designated beneficiary or joint and survivor annuity.

Upon death or permanent disability, a participant becomes 100% vested in his/her account.

Participant Loans — Participants may borrow up to 50% of their vested interest not to exceed $50,000. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through monthly payroll deduction.

Administrative and Plan Expenses — Expenses incurred in administration of the Plan are absorbed by the Plan. Mutual fund transaction costs are charged to the Plan and allocated among the participants based on their respective account value to total Plan assets.

At the option of the Employer, certain administration costs of the Plan may be absorbed by the Company.

Plan Termination — While the Company has not expressed any intent to terminate the Plan, it reserves the right at any time to amend, modify or terminate the Plan without the consent of any participant or beneficiary. In the event of such termination, the Plan provides that the participants shall become 100% vested in their accounts, including all matching employer contributions.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Investment of Contributions — Contributions to the Plan may be invested, at the participant's direction, in mutual funds. As of December 31, 2012, the investment options and their definitions are as follows:

American Funds New Perspective R6 — American Funds New Perspective R6 is invested primarily in common stocks of companies with the potential to pay dividends in the future.

Allianz NFJ Small Cap Value A — Allianz NFJ Small Cap Value A is invested primarily in common stocks and other equity securities of companies with small market capitalization.

American Funds EuroPacific R6 — American Funds EuroPacific is invested primarily in common stock, American Depository Receipts, European Depository Receipts, cash and bonds.

American Century Growth Instl — American Century Growth Instl is invested primarily in securities of companies with long term capital growth potential.

Artisan Mid Cap Value Investor — Artisan Mid Cap Value Investor is invested primarily in common stocks of U.S. medium-sized companies.

Cohen & Steers Global Infrastructure — Cohen & Steers Global Infrastructure in common stocks issued by infrastructure companies, which consist of utilities, pipelines, toll roads, airports, railroads, marine ports, telecommunications companies and other infrastructure companies.

Meridian Growth Fund — Meridian Growth Fund is invested primarily in growth stocks, including those with small and medium sized market values.

PIMCO Commodity Real Ret Strat Instl — PIMCO Commodity Real Ret Strat Instl is invested primarily in commodity-linked derivative instruments backed by a portfolio of inflation-indexed securities and other fixed income securities.

PIMCO Emerging Markets — PIMCO Emerging Markets is invested primarily in fixed-income instruments that are economically tied to emerging market countries.

PIMCO Total Return Instl (PIMCO Funds Total Return Fund I) — PIMCO Total Return Instl is invested primarily in fixed-income instruments of varying maturities, which may be represented by forwards or derivatives such as options.

Russell Emerging Markets Fund S — Russell Emerging Markets Fund S is invested in equity securities of companies that are located in countries with emerging markets.

Russell Investment Grade Bond I (Russell Fixed Income I Fund) — Russell Investment Grade Bond I is invested in investment grade fixed-income securities. In particular, the Fund holds debt securities issued or guaranteed by the U.S. Government or, to a lesser extent by, non-U.S. governments.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Russell Real Estate Securities Fund S — Russell Real Estate Securities Fund S is invested in equity securities of issuers whose value is derived primarily from development, management and market pricing of underlying real estate properties.

Vanguard Short-Term Investment-Grade — Vanguard Short-Term Investment Grade is invested primarily in short and intermediate term corporate bonds and other corporate fixed income obligations.

Vanguard Equity Income Fund Admiral Shares — Vanguard Equity Income Fund Admiral Shares is invested in companies that are dedicated to consistently paying dividends, it may have a higher yield than other Vanguard stock mutual funds.

Vanguard Inflation-Protected Securities Fund —Vanguard Inflation-Protected Securities Fund Is invested primarily in inflation indexed securities

Vanguard Wellington Adm Fund —Vanguard Wellington Adm Fund is invested primarily in investment-grade corporate bonds, with some exposure to U.S. Treasury and government agency bonds, and mortgaged backed securities.

Fidelity Retirement Money Market Fund — Fidelity Retirement Money Market is invested in a portfolio of high quality money market securities of domestic and foreign issuers and repurchase agreements.

Fidelity High Income Fund — Fidelity High Income Fund is invested in income producing debt securities, preferred stocks, and convertible securities, with an emphasis on lower-quality debt securities.

Fidelity Spartan 500 Index Inv — Fidelity Spartan 500 Index is invested in assets in common stocks included in S&P 500 Index, which broadly represents the performance of common stocks publically trade in the United States.

Fidelity Spartan Extended Market Index — Fidelity Spartan Extended Market index is invested in common stocks included in Dow Jones U.S. Completion Total Stock Market Index SM, which represents the performance of stocks of mid- to small- capitalization U.S. companies.

Fidelity Spartan International Index — Fidelity Spartan International Index is invested in common stocks included in Europe, Australasia, and Far East Index which represents the performance of foreign markets.

Fidelity Spartan U.S. Bond Index — Fidelity Spartan U.S. Bond Index is invested assets included in the Barclays Capital U.S. Aggregate Bond index.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Shares of mutual funds are valued based on the quoted prices in an active market of the underlying securities in the investment accounts and the number of shares held in the account. Investments in investment contracts are valued at contributions made plus interest earned on those contributions, which approximates fair market value. Changes in unrealized appreciation (depreciation) for the period are reflected in the statement of changes in net assets available for benefits.

Payment of Benefits — Benefits are recorded when paid.

Participants' Loans — Participants' loans are valued at their outstanding balances, which approximates fair value.

Interest Income — Interest income is accrued when earned.

Date of management review — The Plan evaluated subsequent events through August 12, 2013 which is the date that the financial statements were available to be issued.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3 - INVESTMENTS

Investments that represent five percent or more of Plan assets held at December 31, 2012 and 2011 are summarized as follows:

Investments, at Fair Value	2012	2011
PIMCO Total Return Instl	$ 990,965	$ 869,069
Vanguard Equity Income Adm	394,826	362,619
American Funds New Prspctv R6	383,896	312,525
American Century Grwth Instl	335,520	303.304
American Funds Growth Fund R6	-	290,527
Fidelity Retirement Money Market Fund	-	269,576
Fidelity Spartan US Bond Idx Inv	249,019	225,382
Fidelity Spartan Intl Idx	282,492	225,252
American Funds EuroPacific R6	351,985	-

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820-10-35, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10-35 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;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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 assets measured at fair value:

Common stocks, corporate bonds and US. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares held by the plan at year end.

Participant loans: Valued at outstanding balances, which approximates fair value.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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 as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 4,915,978	$ -	$ -	$ 4,915,978
Participant Loans	-	-	173,897	173,897
Total asset at fair value	$ 4,915,798	$ -	$ 173,897	$ 5,089,875

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 4,349,690	$ -	$ -	$ 4,349,690
Participant Loans	-	-	103,232	103,232
Total asset at fair value	$ 4,349,690	$ -	$ 103,232	$ 4,452,922

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012 and 2011:

	Year Ended December 31, 2012
Balance, December 31, 2010	$ 86,216
2011 Purchases, sales, issuances and settlements, net	17,016
Balance, December 31, 2011	103,232
2012 Purchases, sales, issuances and settlements, net	70,665
Balance, December 31, 2012	$ 173,897

NOTE 5 - EXCESS DEFERRALS

As of December 31, 2012 and 2011, excess deferrals amounted to $20,216 and $14,019, respectively, as determined by the relevant nondiscrimination provisions of the Plan. These amounts were refunded to the participants subsequent to the respective year-ends. Excess deferrals are included in the liabilities section of the statements of net assets available for benefits at year-end.

NOTE 6 - TAX STATUS

The Plan obtained its latest determination letter on July 7, 2012 in which the Internal Revenue Service stated that the Plan, as designed, is in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan administrator believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 7 - RISKS AND UNCERTANTIES

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 may occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

MINTO 401(k) RETIREMENT PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESMENT
DECEMBER 31, 2012

EXHIBIT A

(EIN) 32-0155666
(PN) 001
Schedule H, Line 4i-Schedule of Assets (Held at Year End)
Plan Year 01/01/2012 to 12/31/2012

(a)*	(b)	(c)	(d)**	(e)
	Identity of issue, borrower, lessor or similar party	Description of Invesment including maturity date, rate of interest, collateral par or maturity date	Cost	Current Value
*	Fidelity Cash Reserves	Money Market Fund		$ 17,890
*	Fidelity Retirement Money Market Fund	Money Market Fund		240,487
*	Allianz NFJ Small Cap Value A	Mutual Fund		18,227
*	American Century Growth Instl	Mutual Fund		335,520
*	American Funds EuroPacific	Mutual Fund		351,985
*	American Funds New Prospective R6	Mutual Fund		383,896
*	Artisan Mid Cap Value	Mutual Fund		44,746
*	Cohen & Steers Global Infrastructure	Mutual Fund		118,652
*	Fidelity High Income	Mutual Fund		82,154
*	Fidelity Spartan 500 Index	Mutual Fund		220,100
*	Fidelity Spartan Ext Market Index	Mutual Fund		146,232
*	Fidelity Spartan International Index	Mutual Fund		282,492
*	Fidelity Spartan U.S. Bond Index	Mutual Fund		249,019
*	Meridian Growth Fund	Mutual Fund		66,078
*	PIMCO Cmdy Real Ret Strat	Mutual Fund		143,982
*	PIMCO Emerging Markets	Mutual Fund		37,074
*	PIMCO Total Return Instl	Mutual Fund		990,965
*	Russell Emerging Markets S	Mutual Fund		225,499
*	Russell Investment Grade Bond I	Mutual Fund		183,520
*	Russell Real Estate Securities Fund S	Mutual Fund		242,310
*	Vanguard Equity-Income Adm	Mutual Fund		394,826
*	Vanguard Inflation-Protected Sec Ad	Mutual Fund		9,150
*	Vanguard Short-Term Invs Grade	Mutual Fund		72,400
*	Vanguard Wellington Fd Admiral	Mutual Fund		58,774
	Participant Loans	Interest rates ranges from 4.25% to 9.25%		173,897
				$ 5,089,875

* All parties represent parties-In-interest to the plan
** Cost omitted for participant directed invesments

MINTO 401(k) RETIREMENT PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESMENT
DECEMBER 31, 2012

EXHIBIT B

(EIN) 32-0155666
(PN) 001
Schedule H, Line 4i-Schedule of Assets (Held at Year End)
Plan Year 01/01/2011 to 12/31/2011

(a)*	(b)	(c)	(d)**	(e)
	Identity of issue, borrower, lessor or similar party	Description of Invesment including maturity date, rate of interest, collateral par or maturity date	Cost	Current Value
*	Fidelity Cash Reserves	Money Market Fund		$ 14,812
*	Fidelity Retirement Money Market Fund	Money Market Fund		269,525
*	Akger Small Cap Growth	Mutual Fund		18,274
*	Allianz NFJ Small Cap Value A	Mutual Fund		51,395
*	American Funds EuroPacific	Mutual Fund		290,527
*	American Funds New Prospective R5	Mutual Fund		303,304
*	American Funds New Prospective R6	Mutual Fund		312,525
*	Artisan Mid Cap Value	Mutual Fund		57,027
*	Cohen & Steers Global Infrastructure	Mutual Fund		101,318
*	Fidelity High Income	Mutual Fund		64,052
*	Fidelity Spartan 500 Index	Mutual Fund		214,180
*	Fidelity Spartan Ext Market Index	Mutual Fund		121,458
*	Fidelity Spartan International Index	Mutual Fund		225,252
*	Fidelity Spartan U.S. Bond Index	Mutual Fund		222,382
*	Meridian Growth Fund	Mutual Fund		66,138
*	PIMCO Cmdy Real Ret Strat	Mutual Fund		126,562
*	PIMCO Emerging Markets	Mutual Fund		31,176
*	PIMCO Total Return Instl	Mutual Fund		869,069
*	Russell Emerging Markets S	Mutual Fund		192,837
*	Russell Investment Grade Bond I	Mutual Fund		171,072
*	Russell Real Estate Securities Fund S	Mutual Fund		181,463
*	Vanguard Equity-Income Adm	Mutual Fund		362,619
*	Vanguard Short-Term Invs Grade	Mutual Fund		82,723
	Participant Loans	Interest rates ranges from 4.25% to 9.25%		103,232
				$ 4,452,922

* All parties represent parties-In-interest to the plan
** Cost omitted for participant directed invesments

MINTO 401(k) RETIREMENT PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESMENT
DECEMBER 31, 2012

EXHIBIT A

(EIN) 32-0155666
(PN) 001
Schedule H, Line 4i-Schedule of Assets (Held at Year End)
Plan Year 01/01/2012 to 12/31/2012

(a)*	(b)	(c)	(d)**	(e)
	Identity of issue, borrower, lessor or similar party	Description of Invesment including maturity date, rate of interest, collateral par or maturity date	Cost	Current Value
*	Fidelity Cash Reserves	Money Market Fund		$ 17,890
*	Fidelity Retirement Money Market Fund	Money Market Fund		240,487
*	Allianz NFJ Small Cap Value A	Mutual Fund		18,227
*	American Century Growth Instl	Mutual Fund		335,520
*	American Funds EuroPacific	Mutual Fund		351,985
*	American Funds New Prospective R6	Mutual Fund		383,896
*	Artisan Mid Cap Value	Mutual Fund		44,746
*	Cohen & Steers Global Infrastructure	Mutual Fund		118,652
*	Fidelity High Income	Mutual Fund		82,154
*	Fidelity Spartan 500 Index	Mutual Fund		220,100
*	Fidelity Spartan Ext Market Index	Mutual Fund		146,232
*	Fidelity Spartan International Index	Mutual Fund		282,492
*	Fidelity Spartan U.S. Bond Index	Mutual Fund		249,019
*	Meridian Growth Fund	Mutual Fund		66,078
*	PIMCO Cmdy Real Ret Strat	Mutual Fund		143,982
*	PIMCO Emerging Markets	Mutual Fund		37,074
*	PIMCO Total Return Instl	Mutual Fund		990,965
*	Russell Emerging Markets S	Mutual Fund		225,499
*	Russell Investment Grade Bond I	Mutual Fund		183,520
*	Russell Real Estate Securities Fund S	Mutual Fund		242,310
*	Vanguard Equity-Income Adm	Mutual Fund		394,826
*	Vanguard Inflation-Protected Sec Ad	Mutual Fund		9,150
*	Vanguard Short-Term Invs Grade	Mutual Fund		72,400
*	Vanguard Wellington Fd Admiral	Mutual Fund		58,774
	Participant Loans	Interest rates ranges from 4.25% to 9.25%		173,897
				$ 5,089,875

* All parties represent parties-In-interest to the plan
** Cost omitted for participant directed invesments