

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>TOWN FAIR TIRE 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>01/01/1993</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TOWN FAIR TIRE CENTERS, INC.</u> <u>460 COE AVENUE</u> <u>EAST HAVEN, CT 06512</u>	2b Employer Identification Number (EIN) <u>06-0767684</u>	2c Sponsor's telephone number <u>203-467-8600</u>	2d Business code (see instructions) <u>441300</u>

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.	09/18/2013	KATHRYN TUTINO
	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		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: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 990
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	931
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	70
d Subtotal. Add lines 6a , 6b , and 6c	6d	1001
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	1002
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	579
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
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		
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>TOWN FAIR TIRE 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>	D Employer Identification Number (EIN) <u>06-0767684</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>06-0974148</u>	<u>88072</u>	<u>GA-828640</u>	<u>973</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>70469</u>	<u>4387</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MERRILL LYNCH LIFE AGENCY MERRILL LYNCH 1215 4TH AVENUE 26TH
SEATTLE, WA 98161

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>70469</u>			<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MERRILL LYNCH PIERCE FENNER SMITH I 4800 DEER LAKE DRIVE EAST
JACKSONVILLE, FL 32246

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>4387</u>	<u>SALES/MARKETING</u>	<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	16940537

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP FUNDING AGREEMENT**

b Balance at the end of the previous year	7b	0
c Additions: (1) Contributions deposited during the year	7c(1)	0
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	0
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)	7c(5)	0
▶		
(6) Total additions	7c(6)	0
d Total of balance and additions (add lines 7b and 7c(6))	7d	0
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0
(2) Administration charge made by carrier	7e(2)	0
(3) Transferred to separate account	7e(3)	0
(4) Other (specify below)	7e(4)	0
▶		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 <u>TOWN FAIR TIRE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>	D Employer Identification Number (EIN) <u>06-0767684</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

HARTFORD LIFE INSURANCE COMPANY

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 49 50 54 55 59 60 62 63 64 65 66 99	N/A	7259	Yes ☒ No ☐	Yes ☒ No ☐	0	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
HARTFORD LIFE INSURANCE COMPANY	15 23 37 38 49 50 54 55 59 60 62 63 64 65 66 99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHED	SEE ATTACHED	
06-0974148		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MNGMNT	71	25
(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.	
HARTFORD LIFE INSURANCE COMPANY	SEE ATTACHED	
06-0974148		
(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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan TOWN FAIR TIRE 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TOWN FAIR TIRE CENTERS, INC.				D Employer Identification Number (EIN) 06-0767684	
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: SEPARATE ACCOUNT 401					
b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY					
c EIN-PN 06-0974148-000		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16940537	
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)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2012 v. 120126

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 TOWN FAIR TIRE 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TOWN FAIR TIRE CENTERS, INC.	D Employer Identification Number (EIN) 06-0767684	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
	(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)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	0	0
	(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)	1114374	1160884
	(9) Value of interest in common/collective trusts.....	1c(9)	0	0
	(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
	(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)	14565091	16940537
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	15679465	18101421

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15679465	18101421
---	-----------	----------	----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	355337	
(B) Participants	2a(1)(B)	1296353	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1651690

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)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	51028	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		51028

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	359	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		359

(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)	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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1836125
(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)		152747
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		3691949

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1234741	
(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)		1234741
f Corrective distributions (see instructions)	2f		27993
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7259	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7259
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1269993

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2421956
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(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) ☒ 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 ☐ No

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

(1) Name: FRIEDBERG, SMITH & CO.

(2) EIN: 06-1331879

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	X		

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>TOWN FAIR TIRE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>	D Employer Identification Number (EIN) <u>06-0767684</u>

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
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): <u>06-0974148</u>	
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 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year	6b	<u>0</u>	
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	<u>0</u>	
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): _____

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

Financial Statements
and
Supplementary Schedule

YEARS ENDED DECEMBER 31, 2012 AND 2011

FRIEDBERG, SMITH & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

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Statement of changes in net assets
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Schedule of Assets (Held at End of Year) Schedule 1

Supplementary schedules which are
not applicable have been deleted.

FRIEDBERG, SMITH & Co., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

DAVID M. ZIEFF, C.P.A.
JOSEPH ROSENMAN, C.P.A.
JOHN P. MCCARTHY, C.P.A.
THOMAS R. DURAND, C.P.A.
ROBERT J. SCHLESS, C.P.A.
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MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
CONNECTICUT SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

The Trustees
Town Fair Tire Centers, Inc.
401(k) Profit-Sharing Plan
East Haven, Connecticut

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Town Fair Tire Centers, Inc. 401(k) Profit-Sharing 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplementary schedule, listed in the foregoing table of contents, as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedule.

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 supplementary 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.

Frederick Smith PC

August 16, 2013
Bridgeport, Connecticut

**TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011**

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
Investments, At Fair Value: (Notes 1,2 3, 4, 8,11 and 12)		
Mutual Funds	\$ 16,940,537	\$ 14,565,091
Receivables (Notes 1,2 and 11):		
Employer Contribution	7,374	-
Participant Contributions	22,625	-
Notes Receivable from Participants	1,160,884	1,114,374
Total Receivables	1,190,883	1,114,374
TOTAL ASSETS	18,131,420	15,679,465
<u>LIABILITIES</u>		
Corrective Distributions Payable (Notes 5 and 11)	39,058	27,567
TOTAL LIABILITIES	39,058	27,567
NET ASSETS AVAILABLE FOR BENEFITS (Note 1)	\$ 18,092,362	\$ 15,651,898

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

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

ADDITIONS TO NET ASSETS ATTRIBUTED TO :

Investment Income (Notes 1, 2 and 3):

Net Appreciation in Fair Value of Investments	\$ 1,639,055
Dividends	350,176
Interest on Participants' Notes Receivable	<u>51,028</u>

Total Investment Income	<u>2,040,259</u>
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Contributions (Note 1)

Participants	1,318,978
Employer	<u>362,711</u>

Total Contributions	<u>1,681,689</u>
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Total Additions	<u>3,721,948</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO (Notes 1, 2, 3, 4, 5 and 11)

Benefits Paid to Participants	1,235,167
Corrective Distributions	39,058
Administrative Expenses	<u>7,259</u>

Total Deductions	<u>1,281,484</u>
-------------------------	-------------------------

Net Increase	2,440,464
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NET ASSETS AVAILABLE FOR BENEFITS :

Beginning of Year	<u>15,651,898</u>
End of Year	<u>\$ 18,092,362</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of Town Fair Tire Centers, Inc. (Company) 401(k) Profit-Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which became effective in January of 1993, is a Defined contribution plan covering all employees of the Company who work a minimum of 1,000 hours per year, have one year of service and are age twenty-one or older. The Plan is subject to the provisions of Employee Retirement Income Security Act of 1974 (ERISA).

An employee who is eligible to participate in the Plan will be allowed to enter the Plan on January 1st or July 1st.

Contributions

Each year Participants may contribute up to 30% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds as investment options for Participants. The Company is not required to, but may make a matching contribution up to 50% of the first 4% of compensation that a Participant contributes to the Plan, limited to \$1,200.

Participant Accounts

Each Participant's account is credited with the Participant's contribution, the Company's contribution and an allocation of the Plan earnings. Participant accounts are charged with an allocation of administration expenses that are paid by the Plan. Allocations are based on Participant earnings or account balances as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's matching contribution after five years. The vesting schedule for matching or voluntary contributions is as follows:

<u>Vested %</u>	<u>Years of Service</u>
20	2
40	3
60	4
100	5

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

Distributions from the Plan are permitted in the event of death; disability; retirement; termination of employment; attainment of age 59 ½ or the attainment of normal retirement age. On termination of service, a Participant may elect to receive either a lump-sum distribution, rollover to another qualified retirement plan, or in installments of an amount equal to the value of the Participant's account subject to the vesting schedule.

Forfeitures

Forfeitures of the terminated Participants' non-vested portion of the Company's matching contributions are applied to reduce future Employer contributions. At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately \$100 and \$700, respectively. Also, in 2012 and 2011, Employer contributions were reduced by approximately \$13,700 and \$5,500, respectively, by forfeited nonvested accounts.

Notes Receivable from Participants

Participants may borrow from their fund balance the lesser of \$50,000, reduced by the highest outstanding balance of his or her loans from the Plan during the one-year period ending on the day before a new loan is made, or 50% of the Participant's vested interest in the Plan. Loan terms range from one to five years. The loans are secured by the balance in the Participant's account and bear interest at 1% above the prime rate, as defined. The Prime rate was 3.25% at December 31, 2012 and 2011. Principal and interest is paid weekly through payroll withholdings.

Note balances, payments and collections are administered by Reliance Trust Company (Reliance) as part of their maintenance of Participant's accounts.

Contributions Receivable

The Participant's and Employer's Contribution Receivable in the amount of \$22,625 and \$7,374, respectively, at December 31, 2012 represent contributions for the last week in December 2012 not remitted until January 2013.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Investment Options

A Participant may direct the investment of his or her contributions and account balance in any of sixteen investment options. At December 31, 2012 these funds were as follows (Note 3):

- BNY Mellon DL Large Cap Stock Index A
- Columbia Acorn A
- Templeton Foreign A
- Blackrock Global Allocation A
- Franklin Income A
- BNY Mellon DL Small Cap Stock Index A
- American Funds The Growth Fund of America R3
- Loomis Sayles Bond Admin
- Pimco Total Return A
- Alliance Bernstein Discovery Value A
- Blackrock Equity Dividend A
- MFS New Discovery R3
- JP Morgan Prime Money Market Reserve
- Massachusetts Investors Trust R3
- BNY Mellon DL International Stock Index A
- Wells Fargo Adv Emerging Markets Equity A

A Participant may change his or her investment options at any time.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation and Basis of Accounting

The accompanying financial statements have been prepared in accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure Under ERISA. The financial statements are prepared under the accrual basis of accounting.

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

Investment Valuation and Income Recognition

Investments in Mutual Funds 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 (Note 3).

The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and the trustee (Note 4).

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

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as Administrative expenses and are expensed when they are incurred. If a Participant ceases to make loan repayments and the Plan administrator deems the Participant loan to be in default, the Participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Plan Administration Costs

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from Participants and benefits paid to Participants are charged directly to the Participant's account and are included in Administration expenses. The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). HRS has entered into various service agreements with one or more service providers regarding the payment of certain fees. These asset based fees are paid by the shareholders of the applicable fund and are included in the net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through August 16, 2013 the date the financial statements were available to be issued (Note 14).

NOTE 3 - INVESTMENTS

The Plan's investments at December 31, 2012 and 2011 were held in a trust fund at Reliance (Note 1). The Plan's investments are Participant directed. Financial information relating to these investments is included in the accompanying financial statements based upon information provided by Reliance (Note 11). The information has not been audited by independent auditors.

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
BNY Mellon DL Large Cap Stock Index A	\$ 917,290
Franklin Income A	1,966,417
BNY Mellon DL Small Cap Stock Index A	997,024
American Funds The Growth Fund of America R3	4,406,252
Pimco Total Return A	1,710,042
MFS New Discovery R3	936,208
JP Morgan Prime Money Market Reserve	<u>2,783,088</u>
 Subtotal	 <u>13,716,321</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
Columbia Acorn A	\$ 405,156
Templeton Foreign A	753,308
Blackrock Global Allocation A	192,632
Loomis Sayles Bond Admin	133,099
Alliance Bernstein Discovery Value A	879,406
Blackrock Equity Dividend A	635,132
Massachusetts Investors Trust R3	139,859
BNY Mellon DL International Stock Index A	37,540
Wells Fargo Adv Emerging Market Equity A	<u>48,084</u>
Subtotal	<u>3,224,216</u>
Total	<u>\$16,940,537</u>

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Large Cap Growth Fund Z	\$ 3,801,326
Columbia Life Goal Balanced Growth Fund	1,820,926
Columbia Core Bond Fund Z	1,258,261
Columbia Large Cap Index Fund Z	765,186
Columbia Small Cap Index Fund Z	841,132
Goldman Sachs Mid Cap Value Fund A	759,748
Retirement Reserves Money Fund	<u>2,638,695</u>
Subtotal	<u>11,885,274</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5%
of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Acorn Select Fund Z	\$ 332,094
Oppenheimer Value Fund N	411,165
Baron Growth Fund	725,516
Prudential Jennison Equity Income Fund A	104,229
BlackRock Global Allocation Fund A	87,077
BlackRock International Index Fund A	33,821
Pimco Total Return Fund A	154,418
Loomis Sayles Investment Grade Bond Fund A	254,580
Templeton Foreign Fund A	<u>576,917</u>
Sub-Total	<u>2,679,817</u>
Total	<u>\$14,565,091</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 – INVESTMENTS (continued)

During the year ended December 31, 2012, the Plan's Investments (including gains and losses on Investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$1,639,055 as follows:

BNY Mellon DL Large Cap Stock Index A	\$ 110,482
Columbia Acorn A/Columbia Acorn Select Fund Z	36,109
Templeton Foreign A	104,086
Blackrock Global Allocation A	8,518
Franklin Income A	113,321
BNY Mellon DL Small Cap Stock Index A	122,926
American Funds The Growth Fund of America R3	650,224
Loomis Sayles Bond Admin	3,752
Pimco Total Return Fund A	56,303
Alliance Bernstein Discovery Value A	86,260
Blackrock Equity Dividend A	41,566
MFS New Discovery R3	152,932
JP Morgan Prime Money Market Reserve	118
Massachusetts Investors Trust R3	14,515
BNY Mellon DL International Stock Index A	6,414
Wells Fargo Adv Emerging Markets Equity A	1,652
Columbia Large Cap Index Fund Z	11,660
Columbia Life Goal Balanced Growth Fund	21,838
Columbia Small Cap Index Fund Z	12,845
Columbia Large Cap Growth Fund Z	62,860
Columbia Core Bond Fund Z	(2,655)
Loomis Sayles Investment Grade Bond Fund A	426
Goldman Sachs Mid Cap Value Fund A	9,565
Oppenheimer Value Fund N	7,139
Baron Growth Fund	4,125
Prudential Jennison Equity Income Fund A	1,049
Blackrock International Index Fund A	<u>1,025</u>
Total	<u>\$1,639,055</u>

Concentration of Plan Assets

The Plan's Investments include the American Funds The Growth Fund of America R3 with a fair value of approximately \$4,406,300 representing approximately 26% of the Plan's total Investments at December 31, 2012.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the 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 market 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 under ASC 820 are described as follows:

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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

Mutual Funds:

These are investments in shares of registered investment companies valued using the Net Asset Value (NAV) provided by Reliance. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is quoted in an active market.

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

The investments in Mutual Funds held by the Plan as of December 31, 2012 and 2011 are all Level 1 inputs.

NOTE 5 - CORRECTIVE DISTRIBUTIONS

In order for the Plan to meet the Actual Deferral Percentage (ADP) test for Participant contributions received in 2012 and 2011, the Plan returned contributions in excess of amounts allowed by the IRS prior to March 15, 2013 and 2012, respectively. Accordingly, the Plan has reflected \$39,058 and \$27,567 at December 31, 2012 and 2011, respectively, as Corrective distributions payable.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 6 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 31, 2008, that the Plan as amended through January 31, 2006, is designed in accordance with applicable sections of the Internal Revenue Code. The Plan was amended effective January 1, 2009 to comply with the Pension Protection Act of 2006; Heroes Earnings Assistance and Relief Act Tax Act of 2008 and Worker, Retiree and Employer Recovery Act of 2008. Accordingly, the Plan is entitled to an exemption under the provisions of Section 501(a), and no provision for federal income taxes has been made in the accompanying financial statements (Note 2).

Effective January 1, 2012 the Plan adopted a Volume Submitter 401(k) Savings Profit Sharing Plan by properly executing an adoption agreement with Plan Document Systems (PDS). The Plan Sponsor may rely on the determination letter issued to PDS by the Internal Revenue Service as evidence that the Plan is qualified under applicable sections of the Internal Revenue Code.

The Plan is also exempt from state taxes on income.

Uncertain Tax Positions

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effect of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – TRANSACTIONS IN EXCESS OF 5%

During the years ended December 31, 2012 and 2011, there were no transactions in excess of 5%.

NOTE 8 – 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 changes could materially affect Participants' account balances and the amounts reported in the Statements of net assets available for benefits.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 9 – RELATED PARTY TRANSACTIONS

The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). DST Systems, Inc. is a mutual fund recordkeeping and shareholder servicing system used by HRS for processing transactions on participant accounts. Reliance Trust Company serves as directed Trustee for plans which HRS provides recordkeeping and administrative services. These companies are all related and therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are deducted directly from the mutual funds. Information regarding these fees is disclosed in the prospectus of the various mutual funds.

NOTE 10 – PLAN TERMINATION

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

NOTE 11 – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2012, Reliance as Trustee held the Plan's investments. The following is a summary of the Plan's financial information that is included in the accompanying financial statements based upon information Certified by the Trustee as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The Fair value of Assets at December 31, 2012 as certified by the Trustee is as follows:

Mutual Funds	<u>\$16,940,537</u>
Notes Receivable from Participants	<u>\$1,160,884</u>

The Investment income reported in the Statement of changes in net assets available for Plan benefits for the year ended December 31, 2012 was certified by Reliance.

The information included in supplementary Schedule 1, Schedule of Assets at December 31, 2012, was certified by Reliance.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a Reconciliation of Employer Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contribution Receivable per Financial Statements	\$7,374
Less Adjustment to Cash Basis on Form 5500	<u>(7,374)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Employer Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contributions per Financial Statements	\$362,711
Less Employer Contribution Receivable at December 31, 2012	<u>(7,374)</u>
Employer Contribution per Form 5500	<u>\$355,337</u>

The following is a Reconciliation of Participant Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions Receivable per Financial Statements	\$22,625
Less Adjustment to Cash Basis on Form 5500	<u>(22,625)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Participant Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions per Financial Statements	\$1,318,978
Less Participant Contribution Receivable at December 31, 2012	<u>(22,625)</u>
Participant Contribution per Form 5500	<u>\$1,296,353</u>

The following is a Reconciliation of Dividends and Net Appreciation in Fair Value of Investments per the Financial Statements at December 31, 2012 to Dividends from Mutual Funds, Investment Gain from Pooled Separate Accounts and Investment Gain from Mutual Funds per Form 5500:

Dividends per Financial Statements	\$ 350,176
Net Appreciation in Investments per Financial Statements	<u>1,639,055</u>
Total per Financial Statements	<u>\$1,989,231</u>

Dividends from Mutual Funds per Form 5500	\$ 359
Net investment Gain from Pooled Accounts per Form 5500	1,836,125
Net investment Gain from Mutual Funds per Form 5500	<u>152,747</u>
Total per Form 5500	<u>\$1,989,231</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of Benefit Payments per the Financial Statements at December 31, 2012 to Form 5500:

Benefit Payments per Financial Statements	\$1,235,167
Less Earnings on Corrective Distributions	<u>(426)</u>
Benefit Payments per Form 5500	<u>\$1,234,741</u>

The following is a Reconciliation of Corrective Distributions Payable per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions Payable per Financial Statements	\$39,058
Less Adjustment to Cash Basis on Form 5500	<u>(39,058)</u>
Corrective Distributions Payable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Corrective Distributions per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions per Financial Statements	\$39,058
Plus Corrective Distribution Payable at December 31, 2011	27,567
Plus Earnings on Corrective Distributions for 2011	426
Less Corrective Distributions Payable at December 31, 2012	<u>(39,058)</u>
Corrective Distributions per Form 5500	<u>\$27,993</u>

NOTE 13 - MARKET CONDITIONS

Changes in investment returns and fair values can have a significant effect on the Plan. Since December 31, 2012, U.S. and world markets have continued to experience volatility. Management is monitoring investment market conditions and the impact a decline may have on the Plan's investment portfolio. Due to the volatility of the financial markets as of the date of this report, there is uncertainty regarding the impact that continued volatility might have on the Plan's investment portfolio.

NOTE 14 - SUBSEQUENT EVENTS

Effective January 1, 2013 Massachusetts Mutual Life Insurance Company (MassMutual) completed the transaction to acquire The Hartford's Retirement Plan Group (RPG). RPG is a subsidiary Hartford Retirement Services (HRS) (Note 9). MassMutual will provide all the Administrative services previously performed by HRS.

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

EIN: 06-0767684 Plan: 001
SCHEDULE OF ASSETS (HELD AT END OF YEAR)*
DECEMBER 31, 2012

<u>Description of Investment</u>	<u>Cost *</u>	<u>Current Value</u>
<u>Mutual Funds:</u>		
BNY Mellon DL Large Capital Stock Index A	\$	917,290
Columbia Acorn A		405,156
Templeton Foreign A		753,308
Blackrock Global Allocation A		192,632
Franklin Income A		1,966,417
BNY Mellon DL Small Capital Stock Index A		997,024
American Funds Growth Fund of America R3		4,406,252
Loomis Sayles Bond Admin		133,099
Pimco Total Return A		1,710,042
Alliance Bernstein Discovery Value A		879,406
Blackrock Equity Dividend A		635,132
MFS New Discovery R3		936,208
JP Morgan Prime Money Market Reserve		2,783,088
Massachusetts Investors Trust R3		139,859
BNY Mellon DL International Stock Index A		37,540
Wells Fargo Adv Emerging Market Equity A		48,084
Total Mutual Funds		16,940,537
Notes Receivable from Participants		1,160,884
TOTAL		<u>\$ 18,101,421</u>

***Historical cost is not required as all investments are Participant directed.**

See independant auditor's report and notes to financial statements.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

Financial Statements
and
Supplementary Schedule

YEARS ENDED DECEMBER 31, 2012 AND 2011

FRIEDBERG, SMITH & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

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not applicable have been deleted.

FRIEDBERG, SMITH & Co., P.C.

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MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
CONNECTICUT SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

The Trustees
Town Fair Tire Centers, Inc.
401(k) Profit-Sharing Plan
East Haven, Connecticut

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Town Fair Tire Centers, Inc. 401(k) Profit-Sharing 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplementary schedule, listed in the foregoing table of contents, as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedule.

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 supplementary 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.

Frederick Smith PC

August 16, 2013
Bridgeport, Connecticut

**TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011**

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
Investments, At Fair Value: (Notes 1,2 3, 4, 8,11 and 12)		
Mutual Funds	\$ 16,940,537	\$ 14,565,091
Receivables (Notes 1,2 and 11):		
Employer Contribution	7,374	-
Participant Contributions	22,625	-
Notes Receivable from Participants	1,160,884	1,114,374
Total Receivables	1,190,883	1,114,374
TOTAL ASSETS	18,131,420	15,679,465
<u>LIABILITIES</u>		
Corrective Distributions Payable (Notes 5 and 11)	39,058	27,567
TOTAL LIABILITIES	39,058	27,567
NET ASSETS AVAILABLE FOR BENEFITS (Note 1)	\$ 18,092,362	\$ 15,651,898

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

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

ADDITIONS TO NET ASSETS ATTRIBUTED TO :

Investment Income (Notes 1, 2 and 3):

Net Appreciation in Fair Value of Investments	\$ 1,639,055
Dividends	350,176
Interest on Participants' Notes Receivable	<u>51,028</u>

Total Investment Income	<u>2,040,259</u>
--------------------------------	-------------------------

Contributions (Note 1)

Participants	1,318,978
Employer	<u>362,711</u>

Total Contributions	<u>1,681,689</u>
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Total Additions	<u>3,721,948</u>
------------------------	-------------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO (Notes 1, 2, 3, 4, 5 and 11)

Benefits Paid to Participants	1,235,167
Corrective Distributions	39,058
Administrative Expenses	<u>7,259</u>

Total Deductions	<u>1,281,484</u>
-------------------------	-------------------------

Net Increase	2,440,464
---------------------	------------------

NET ASSETS AVAILABLE FOR BENEFITS :

Beginning of Year	<u>15,651,898</u>
End of Year	<u>\$ 18,092,362</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of Town Fair Tire Centers, Inc. (Company) 401(k) Profit-Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which became effective in January of 1993, is a Defined contribution plan covering all employees of the Company who work a minimum of 1,000 hours per year, have one year of service and are age twenty-one or older. The Plan is subject to the provisions of Employee Retirement Income Security Act of 1974 (ERISA).

An employee who is eligible to participate in the Plan will be allowed to enter the Plan on January 1st or July 1st.

Contributions

Each year Participants may contribute up to 30% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds as investment options for Participants. The Company is not required to, but may make a matching contribution up to 50% of the first 4% of compensation that a Participant contributes to the Plan, limited to \$1,200.

Participant Accounts

Each Participant's account is credited with the Participant's contribution, the Company's contribution and an allocation of the Plan earnings. Participant accounts are charged with an allocation of administration expenses that are paid by the Plan. Allocations are based on Participant earnings or account balances as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's matching contribution after five years. The vesting schedule for matching or voluntary contributions is as follows:

<u>Vested %</u>	<u>Years of Service</u>
20	2
40	3
60	4
100	5

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

Distributions from the Plan are permitted in the event of death; disability; retirement; termination of employment; attainment of age 59 ½ or the attainment of normal retirement age. On termination of service, a Participant may elect to receive either a lump-sum distribution, rollover to another qualified retirement plan, or in installments of an amount equal to the value of the Participant's account subject to the vesting schedule.

Forfeitures

Forfeitures of the terminated Participants' non-vested portion of the Company's matching contributions are applied to reduce future Employer contributions. At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately \$100 and \$700, respectively. Also, in 2012 and 2011, Employer contributions were reduced by approximately \$13,700 and \$5,500, respectively, by forfeited nonvested accounts.

Notes Receivable from Participants

Participants may borrow from their fund balance the lesser of \$50,000, reduced by the highest outstanding balance of his or her loans from the Plan during the one-year period ending on the day before a new loan is made, or 50% of the Participant's vested interest in the Plan. Loan terms range from one to five years. The loans are secured by the balance in the Participant's account and bear interest at 1% above the prime rate, as defined. The Prime rate was 3.25% at December 31, 2012 and 2011. Principal and interest is paid weekly through payroll withholdings.

Note balances, payments and collections are administered by Reliance Trust Company (Reliance) as part of their maintenance of Participant's accounts.

Contributions Receivable

The Participant's and Employer's Contribution Receivable in the amount of \$22,625 and \$7,374, respectively, at December 31, 2012 represent contributions for the last week in December 2012 not remitted until January 2013.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Investment Options

A Participant may direct the investment of his or her contributions and account balance in any of sixteen investment options. At December 31, 2012 these funds were as follows (Note 3):

- BNY Mellon DL Large Cap Stock Index A
- Columbia Acorn A
- Templeton Foreign A
- Blackrock Global Allocation A
- Franklin Income A
- BNY Mellon DL Small Cap Stock Index A
- American Funds The Growth Fund of America R3
- Loomis Sayles Bond Admin
- Pimco Total Return A
- Alliance Bernstein Discovery Value A
- Blackrock Equity Dividend A
- MFS New Discovery R3
- JP Morgan Prime Money Market Reserve
- Massachusetts Investors Trust R3
- BNY Mellon DL International Stock Index A
- Wells Fargo Adv Emerging Markets Equity A

A Participant may change his or her investment options at any time.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation and Basis of Accounting

The accompanying financial statements have been prepared in accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure Under ERISA. The financial statements are prepared under the accrual basis of accounting.

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

Investment Valuation and Income Recognition

Investments in Mutual Funds 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 (Note 3).

The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and the trustee (Note 4).

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

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as Administrative expenses and are expensed when they are incurred. If a Participant ceases to make loan repayments and the Plan administrator deems the Participant loan to be in default, the Participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Plan Administration Costs

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from Participants and benefits paid to Participants are charged directly to the Participant's account and are included in Administration expenses. The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). HRS has entered into various service agreements with one or more service providers regarding the payment of certain fees. These asset based fees are paid by the shareholders of the applicable fund and are included in the net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through August 16, 2013 the date the financial statements were available to be issued (Note 14).

NOTE 3 - INVESTMENTS

The Plan's investments at December 31, 2012 and 2011 were held in a trust fund at Reliance (Note 1). The Plan's investments are Participant directed. Financial information relating to these investments is included in the accompanying financial statements based upon information provided by Reliance (Note 11). The information has not been audited by independent auditors.

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
BNY Mellon DL Large Cap Stock Index A	\$ 917,290
Franklin Income A	1,966,417
BNY Mellon DL Small Cap Stock Index A	997,024
American Funds The Growth Fund of America R3	4,406,252
Pimco Total Return A	1,710,042
MFS New Discovery R3	936,208
JP Morgan Prime Money Market Reserve	<u>2,783,088</u>
Subtotal	<u>13,716,321</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
Columbia Acorn A	\$ 405,156
Templeton Foreign A	753,308
Blackrock Global Allocation A	192,632
Loomis Sayles Bond Admin	133,099
Alliance Bernstein Discovery Value A	879,406
Blackrock Equity Dividend A	635,132
Massachusetts Investors Trust R3	139,859
BNY Mellon DL International Stock Index A	37,540
Wells Fargo Adv Emerging Market Equity A	<u>48,084</u>
Subtotal	<u>3,224,216</u>
Total	<u>\$16,940,537</u>

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Large Cap Growth Fund Z	\$ 3,801,326
Columbia Life Goal Balanced Growth Fund	1,820,926
Columbia Core Bond Fund Z	1,258,261
Columbia Large Cap Index Fund Z	765,186
Columbia Small Cap Index Fund Z	841,132
Goldman Sachs Mid Cap Value Fund A	759,748
Retirement Reserves Money Fund	<u>2,638,695</u>
Subtotal	<u>11,885,274</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5%
of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Acorn Select Fund Z	\$ 332,094
Oppenheimer Value Fund N	411,165
Baron Growth Fund	725,516
Prudential Jennison Equity Income Fund A	104,229
BlackRock Global Allocation Fund A	87,077
BlackRock International Index Fund A	33,821
Pimco Total Return Fund A	154,418
Loomis Sayles Investment Grade Bond Fund A	254,580
Templeton Foreign Fund A	<u>576,917</u>
Sub-Total	<u>2,679,817</u>
Total	<u>\$14,565,091</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 – INVESTMENTS (continued)

During the year ended December 31, 2012, the Plan's Investments (including gains and losses on Investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$1,639,055 as follows:

BNY Mellon DL Large Cap Stock Index A	\$ 110,482
Columbia Acorn A/Columbia Acorn Select Fund Z	36,109
Templeton Foreign A	104,086
Blackrock Global Allocation A	8,518
Franklin Income A	113,321
BNY Mellon DL Small Cap Stock Index A	122,926
American Funds The Growth Fund of America R3	650,224
Loomis Sayles Bond Admin	3,752
Pimco Total Return Fund A	56,303
Alliance Bernstein Discovery Value A	86,260
Blackrock Equity Dividend A	41,566
MFS New Discovery R3	152,932
JP Morgan Prime Money Market Reserve	118
Massachusetts Investors Trust R3	14,515
BNY Mellon DL International Stock Index A	6,414
Wells Fargo Adv Emerging Markets Equity A	1,652
Columbia Large Cap Index Fund Z	11,660
Columbia Life Goal Balanced Growth Fund	21,838
Columbia Small Cap Index Fund Z	12,845
Columbia Large Cap Growth Fund Z	62,860
Columbia Core Bond Fund Z	(2,655)
Loomis Sayles Investment Grade Bond Fund A	426
Goldman Sachs Mid Cap Value Fund A	9,565
Oppenheimer Value Fund N	7,139
Baron Growth Fund	4,125
Prudential Jennison Equity Income Fund A	1,049
Blackrock International Index Fund A	<u>1,025</u>
Total	<u>\$1,639,055</u>

Concentration of Plan Assets

The Plan's Investments include the American Funds The Growth Fund of America R3 with a fair value of approximately \$4,406,300 representing approximately 26% of the Plan's total Investments at December 31, 2012.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the 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 market 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 under ASC 820 are described as follows:

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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

Mutual Funds:

These are investments in shares of registered investment companies valued using the Net Asset Value (NAV) provided by Reliance. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is quoted in an active market.

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

The investments in Mutual Funds held by the Plan as of December 31, 2012 and 2011 are all Level 1 inputs.

NOTE 5 - CORRECTIVE DISTRIBUTIONS

In order for the Plan to meet the Actual Deferral Percentage (ADP) test for Participant contributions received in 2012 and 2011, the Plan returned contributions in excess of amounts allowed by the IRS prior to March 15, 2013 and 2012, respectively. Accordingly, the Plan has reflected \$39,058 and \$27,567 at December 31, 2012 and 2011, respectively, as Corrective distributions payable.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 6 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 31, 2008, that the Plan as amended through January 31, 2006, is designed in accordance with applicable sections of the Internal Revenue Code. The Plan was amended effective January 1, 2009 to comply with the Pension Protection Act of 2006; Heroes Earnings Assistance and Relief Act Tax Act of 2008 and Worker, Retiree and Employer Recovery Act of 2008. Accordingly, the Plan is entitled to an exemption under the provisions of Section 501(a), and no provision for federal income taxes has been made in the accompanying financial statements (Note 2).

Effective January 1, 2012 the Plan adopted a Volume Submitter 401(k) Savings Profit Sharing Plan by properly executing an adoption agreement with Plan Document Systems (PDS). The Plan Sponsor may rely on the determination letter issued to PDS by the Internal Revenue Service as evidence that the Plan is qualified under applicable sections of the Internal Revenue Code.

The Plan is also exempt from state taxes on income.

Uncertain Tax Positions

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effect of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – TRANSACTIONS IN EXCESS OF 5%

During the years ended December 31, 2012 and 2011, there were no transactions in excess of 5%.

NOTE 8 – 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 changes could materially affect Participants' account balances and the amounts reported in the Statements of net assets available for benefits.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 9 – RELATED PARTY TRANSACTIONS

The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). DST Systems, Inc. is a mutual fund recordkeeping and shareholder servicing system used by HRS for processing transactions on participant accounts. Reliance Trust Company serves as directed Trustee for plans which HRS provides recordkeeping and administrative services. These companies are all related and therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are deducted directly from the mutual funds. Information regarding these fees is disclosed in the prospectus of the various mutual funds.

NOTE 10 – PLAN TERMINATION

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

NOTE 11 – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2012, Reliance as Trustee held the Plan's investments. The following is a summary of the Plan's financial information that is included in the accompanying financial statements based upon information Certified by the Trustee as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The Fair value of Assets at December 31, 2012 as certified by the Trustee is as follows:

Mutual Funds	<u>\$16,940,537</u>
Notes Receivable from Participants	<u>\$1,160,884</u>

The Investment income reported in the Statement of changes in net assets available for Plan benefits for the year ended December 31, 2012 was certified by Reliance.

The information included in supplementary Schedule 1, Schedule of Assets at December 31, 2012, was certified by Reliance.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a Reconciliation of Employer Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contribution Receivable per Financial Statements	\$7,374
Less Adjustment to Cash Basis on Form 5500	<u>(7,374)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Employer Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contributions per Financial Statements	\$362,711
Less Employer Contribution Receivable at December 31, 2012	<u>(7,374)</u>
Employer Contribution per Form 5500	<u>\$355,337</u>

The following is a Reconciliation of Participant Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions Receivable per Financial Statements	\$22,625
Less Adjustment to Cash Basis on Form 5500	<u>(22,625)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Participant Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions per Financial Statements	\$1,318,978
Less Participant Contribution Receivable at December 31, 2012	<u>(22,625)</u>
Participant Contribution per Form 5500	<u>\$1,296,353</u>

The following is a Reconciliation of Dividends and Net Appreciation in Fair Value of Investments per the Financial Statements at December 31, 2012 to Dividends from Mutual Funds, Investment Gain from Pooled Separate Accounts and Investment Gain from Mutual Funds per Form 5500:

Dividends per Financial Statements	\$ 350,176
Net Appreciation in Investments per Financial Statements	<u>1,639,055</u>
Total per Financial Statements	<u>\$1,989,231</u>

Dividends from Mutual Funds per Form 5500	\$ 359
Net investment Gain from Pooled Accounts per Form 5500	1,836,125
Net investment Gain from Mutual Funds per Form 5500	<u>152,747</u>
Total per Form 5500	<u>\$1,989,231</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of Benefit Payments per the Financial Statements at December 31, 2012 to Form 5500:

Benefit Payments per Financial Statements	\$1,235,167
Less Earnings on Corrective Distributions	<u>(426)</u>
Benefit Payments per Form 5500	<u>\$1,234,741</u>

The following is a Reconciliation of Corrective Distributions Payable per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions Payable per Financial Statements	\$39,058
Less Adjustment to Cash Basis on Form 5500	<u>(39,058)</u>
Corrective Distributions Payable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Corrective Distributions per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions per Financial Statements	\$39,058
Plus Corrective Distribution Payable at December 31, 2011	27,567
Plus Earnings on Corrective Distributions for 2011	426
Less Corrective Distributions Payable at December 31, 2012	<u>(39,058)</u>
Corrective Distributions per Form 5500	<u>\$27,993</u>

NOTE 13 - MARKET CONDITIONS

Changes in investment returns and fair values can have a significant effect on the Plan. Since December 31, 2012, U.S. and world markets have continued to experience volatility. Management is monitoring investment market conditions and the impact a decline may have on the Plan's investment portfolio. Due to the volatility of the financial markets as of the date of this report, there is uncertainty regarding the impact that continued volatility might have on the Plan's investment portfolio.

NOTE 14 - SUBSEQUENT EVENTS

Effective January 1, 2013 Massachusetts Mutual Life Insurance Company (MassMutual) completed the transaction to acquire The Hartford's Retirement Plan Group (RPG). RPG is a subsidiary Hartford Retirement Services (HRS) (Note 9). MassMutual will provide all the Administrative services previously performed by HRS.

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

EIN: 06-0767684 Plan: 001
SCHEDULE OF ASSETS (HELD AT END OF YEAR)*
DECEMBER 31, 2012

<u>Description of Investment</u>	<u>Cost *</u>	<u>Current Value</u>
<u>Mutual Funds:</u>		
BNY Mellon DL Large Capital Stock Index A	\$	917,290
Columbia Acorn A		405,156
Templeton Foreign A		753,308
Blackrock Global Allocation A		192,632
Franklin Income A		1,966,417
BNY Mellon DL Small Capital Stock Index A		997,024
American Funds Growth Fund of America R3		4,406,252
Loomis Sayles Bond Admin		133,099
Pimco Total Return A		1,710,042
Alliance Bernstein Discovery Value A		879,406
Blackrock Equity Dividend A		635,132
MFS New Discovery R3		936,208
JP Morgan Prime Money Market Reserve		2,783,088
Massachusetts Investors Trust R3		139,859
BNY Mellon DL International Stock Index A		37,540
Wells Fargo Adv Emerging Market Equity A		<u>48,084</u>
Total Mutual Funds		16,940,537
 Notes Receivable from Participants		 <u>1,160,884</u>
TOTAL		<u>\$ 18,101,421</u>

***Historical cost is not required as all investments are Participant directed.**

See independant auditor's report and notes to financial statements.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

Financial Statements
and
Supplementary Schedule

YEARS ENDED DECEMBER 31, 2012 AND 2011

FRIEDBERG, SMITH & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

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Schedule of Assets (Held at End of Year) Schedule 1

Supplementary schedules which are
not applicable have been deleted.

FRIEDBERG, SMITH & Co., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

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MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
CONNECTICUT SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

The Trustees
Town Fair Tire Centers, Inc.
401(k) Profit-Sharing Plan
East Haven, Connecticut

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Town Fair Tire Centers, Inc. 401(k) Profit-Sharing 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplementary schedule, listed in the foregoing table of contents, as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedule.

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 supplementary 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.

Frederick Smith PC

August 16, 2013
Bridgeport, Connecticut

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
Investments, At Fair Value: <u>(Notes 1,2 3, 4, 8,11 and 12)</u>		
Mutual Funds	<u>\$ 16,940,537</u>	<u>\$ 14,565,091</u>
<u>Receivables (Notes 1,2 and 11):</u>		
Employer Contribution	7,374	-
Participant Contributions	22,625	-
Notes Receivable from Participants	<u>1,160,884</u>	<u>1,114,374</u>
Total Receivables	<u>1,190,883</u>	<u>1,114,374</u>
TOTAL ASSETS	<u>18,131,420</u>	<u>15,679,465</u>
<u>LIABILITIES</u>		
Corrective Distributions Payable (Notes 5 and 11)	<u>39,058</u>	<u>27,567</u>
TOTAL LIABILITIES	<u>39,058</u>	<u>27,567</u>
NET ASSETS AVAILABLE FOR BENEFITS (Note 1)	<u>\$ 18,092,362</u>	<u>\$ 15,651,898</u>

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

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

ADDITIONS TO NET ASSETS ATTRIBUTED TO :

Investment Income (Notes 1, 2 and 3):

Net Appreciation in Fair Value of Investments	\$ 1,639,055
Dividends	350,176
Interest on Participants' Notes Receivable	<u>51,028</u>

Total Investment Income	<u>2,040,259</u>
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Contributions (Note 1)

Participants	1,318,978
Employer	<u>362,711</u>

Total Contributions	<u>1,681,689</u>
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Total Additions	<u>3,721,948</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO (Notes 1, 2, 3, 4, 5 and 11)

Benefits Paid to Participants	1,235,167
Corrective Distributions	39,058
Administrative Expenses	<u>7,259</u>

Total Deductions	<u>1,281,484</u>
-------------------------	-------------------------

Net Increase	2,440,464
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NET ASSETS AVAILABLE FOR BENEFITS :

Beginning of Year	<u>15,651,898</u>
End of Year	<u>\$ 18,092,362</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of Town Fair Tire Centers, Inc. (Company) 401(k) Profit-Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which became effective in January of 1993, is a Defined contribution plan covering all employees of the Company who work a minimum of 1,000 hours per year, have one year of service and are age twenty-one or older. The Plan is subject to the provisions of Employee Retirement Income Security Act of 1974 (ERISA).

An employee who is eligible to participate in the Plan will be allowed to enter the Plan on January 1st or July 1st.

Contributions

Each year Participants may contribute up to 30% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds as investment options for Participants. The Company is not required to, but may make a matching contribution up to 50% of the first 4% of compensation that a Participant contributes to the Plan, limited to \$1,200.

Participant Accounts

Each Participant's account is credited with the Participant's contribution, the Company's contribution and an allocation of the Plan earnings. Participant accounts are charged with an allocation of administration expenses that are paid by the Plan. Allocations are based on Participant earnings or account balances as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's matching contribution after five years. The vesting schedule for matching or voluntary contributions is as follows:

<u>Vested %</u>	<u>Years of Service</u>
20	2
40	3
60	4
100	5

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

Distributions from the Plan are permitted in the event of death; disability; retirement; termination of employment; attainment of age 59 ½ or the attainment of normal retirement age. On termination of service, a Participant may elect to receive either a lump-sum distribution, rollover to another qualified retirement plan, or in installments of an amount equal to the value of the Participant's account subject to the vesting schedule.

Forfeitures

Forfeitures of the terminated Participants' non-vested portion of the Company's matching contributions are applied to reduce future Employer contributions. At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately \$100 and \$700, respectively. Also, in 2012 and 2011, Employer contributions were reduced by approximately \$13,700 and \$5,500, respectively, by forfeited nonvested accounts.

Notes Receivable from Participants

Participants may borrow from their fund balance the lesser of \$50,000, reduced by the highest outstanding balance of his or her loans from the Plan during the one-year period ending on the day before a new loan is made, or 50% of the Participant's vested interest in the Plan. Loan terms range from one to five years. The loans are secured by the balance in the Participant's account and bear interest at 1% above the prime rate, as defined. The Prime rate was 3.25% at December 31, 2012 and 2011. Principal and interest is paid weekly through payroll withholdings.

Note balances, payments and collections are administered by Reliance Trust Company (Reliance) as part of their maintenance of Participant's accounts.

Contributions Receivable

The Participant's and Employer's Contribution Receivable in the amount of \$22,625 and \$7,374, respectively, at December 31, 2012 represent contributions for the last week in December 2012 not remitted until January 2013.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Investment Options

A Participant may direct the investment of his or her contributions and account balance in any of sixteen investment options. At December 31, 2012 these funds were as follows (Note 3):

- BNY Mellon DL Large Cap Stock Index A
- Columbia Acorn A
- Templeton Foreign A
- Blackrock Global Allocation A
- Franklin Income A
- BNY Mellon DL Small Cap Stock Index A
- American Funds The Growth Fund of America R3
- Loomis Sayles Bond Admin
- Pimco Total Return A
- Alliance Bernstein Discovery Value A
- Blackrock Equity Dividend A
- MFS New Discovery R3
- JP Morgan Prime Money Market Reserve
- Massachusetts Investors Trust R3
- BNY Mellon DL International Stock Index A
- Wells Fargo Adv Emerging Markets Equity A

A Participant may change his or her investment options at any time.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation and Basis of Accounting

The accompanying financial statements have been prepared in accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure Under ERISA. The financial statements are prepared under the accrual basis of accounting.

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

Investment Valuation and Income Recognition

Investments in Mutual Funds 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 (Note 3).

The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and the trustee (Note 4).

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

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as Administrative expenses and are expensed when they are incurred. If a Participant ceases to make loan repayments and the Plan administrator deems the Participant loan to be in default, the Participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Plan Administration Costs

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from Participants and benefits paid to Participants are charged directly to the Participant's account and are included in Administration expenses. The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). HRS has entered into various service agreements with one or more service providers regarding the payment of certain fees. These asset based fees are paid by the shareholders of the applicable fund and are included in the net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through August 16, 2013 the date the financial statements were available to be issued (Note 14).

NOTE 3 - INVESTMENTS

The Plan's investments at December 31, 2012 and 2011 were held in a trust fund at Reliance (Note 1). The Plan's investments are Participant directed. Financial information relating to these investments is included in the accompanying financial statements based upon information provided by Reliance (Note 11). The information has not been audited by independent auditors.

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
BNY Mellon DL Large Cap Stock Index A	\$ 917,290
Franklin Income A	1,966,417
BNY Mellon DL Small Cap Stock Index A	997,024
American Funds The Growth Fund of America R3	4,406,252
Pimco Total Return A	1,710,042
MFS New Discovery R3	936,208
JP Morgan Prime Money Market Reserve	<u>2,783,088</u>
 Subtotal	 <u>13,716,321</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5% of the Plan's net assets are as follows:

<u>2012</u>	<u>Fair Value</u>
Columbia Acorn A	\$ 405,156
Templeton Foreign A	753,308
Blackrock Global Allocation A	192,632
Loomis Sayles Bond Admin	133,099
Alliance Bernstein Discovery Value A	879,406
Blackrock Equity Dividend A	635,132
Massachusetts Investors Trust R3	139,859
BNY Mellon DL International Stock Index A	37,540
Wells Fargo Adv Emerging Market Equity A	<u>48,084</u>
Subtotal	<u>3,224,216</u>
Total	<u>\$16,940,537</u>

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Large Cap Growth Fund Z	\$ 3,801,326
Columbia Life Goal Balanced Growth Fund	1,820,926
Columbia Core Bond Fund Z	1,258,261
Columbia Large Cap Index Fund Z	765,186
Columbia Small Cap Index Fund Z	841,132
Goldman Sachs Mid Cap Value Fund A	759,748
Retirement Reserves Money Fund	<u>2,638,695</u>
Subtotal	<u>11,885,274</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5%
of the Plan's net assets are as follows:

<u>2011</u>	<u>Fair Value</u>
Columbia Acorn Select Fund Z	\$ 332,094
Oppenheimer Value Fund N	411,165
Baron Growth Fund	725,516
Prudential Jennison Equity Income Fund A	104,229
BlackRock Global Allocation Fund A	87,077
BlackRock International Index Fund A	33,821
Pimco Total Return Fund A	154,418
Loomis Sayles Investment Grade Bond Fund A	254,580
Templeton Foreign Fund A	<u>576,917</u>
Sub-Total	<u>2,679,817</u>
Total	<u>\$14,565,091</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 – INVESTMENTS (continued)

During the year ended December 31, 2012, the Plan's Investments (including gains and losses on Investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$1,639,055 as follows:

BNY Mellon DL Large Cap Stock Index A	\$ 110,482
Columbia Acorn A/Columbia Acorn Select Fund Z	36,109
Templeton Foreign A	104,086
Blackrock Global Allocation A	8,518
Franklin Income A	113,321
BNY Mellon DL Small Cap Stock Index A	122,926
American Funds The Growth Fund of America R3	650,224
Loomis Sayles Bond Admin	3,752
Pimco Total Return Fund A	56,303
Alliance Bernstein Discovery Value A	86,260
Blackrock Equity Dividend A	41,566
MFS New Discovery R3	152,932
JP Morgan Prime Money Market Reserve	118
Massachusetts Investors Trust R3	14,515
BNY Mellon DL International Stock Index A	6,414
Wells Fargo Adv Emerging Markets Equity A	1,652
Columbia Large Cap Index Fund Z	11,660
Columbia Life Goal Balanced Growth Fund	21,838
Columbia Small Cap Index Fund Z	12,845
Columbia Large Cap Growth Fund Z	62,860
Columbia Core Bond Fund Z	(2,655)
Loomis Sayles Investment Grade Bond Fund A	426
Goldman Sachs Mid Cap Value Fund A	9,565
Oppenheimer Value Fund N	7,139
Baron Growth Fund	4,125
Prudential Jennison Equity Income Fund A	1,049
Blackrock International Index Fund A	<u>1,025</u>
Total	<u>\$1,639,055</u>

Concentration of Plan Assets

The Plan's Investments include the American Funds The Growth Fund of America R3 with a fair value of approximately \$4,406,300 representing approximately 26% of the Plan's total Investments at December 31, 2012.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the 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 market 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 under ASC 820 are described as follows:

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 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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

Mutual Funds:

These are investments in shares of registered investment companies valued using the Net Asset Value (NAV) provided by Reliance. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is quoted in an active market.

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

The investments in Mutual Funds held by the Plan as of December 31, 2012 and 2011 are all Level 1 inputs.

NOTE 5 - CORRECTIVE DISTRIBUTIONS

In order for the Plan to meet the Actual Deferral Percentage (ADP) test for Participant contributions received in 2012 and 2011, the Plan returned contributions in excess of amounts allowed by the IRS prior to March 15, 2013 and 2012, respectively. Accordingly, the Plan has reflected \$39,058 and \$27,567 at December 31, 2012 and 2011, respectively, as Corrective distributions payable.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 6 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 31, 2008, that the Plan as amended through January 31, 2006, is designed in accordance with applicable sections of the Internal Revenue Code. The Plan was amended effective January 1, 2009 to comply with the Pension Protection Act of 2006; Heroes Earnings Assistance and Relief Act Tax Act of 2008 and Worker, Retiree and Employer Recovery Act of 2008. Accordingly, the Plan is entitled to an exemption under the provisions of Section 501(a), and no provision for federal income taxes has been made in the accompanying financial statements (Note 2).

Effective January 1, 2012 the Plan adopted a Volume Submitter 401(k) Savings Profit Sharing Plan by properly executing an adoption agreement with Plan Document Systems (PDS). The Plan Sponsor may rely on the determination letter issued to PDS by the Internal Revenue Service as evidence that the Plan is qualified under applicable sections of the Internal Revenue Code.

The Plan is also exempt from state taxes on income.

Uncertain Tax Positions

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effect of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – TRANSACTIONS IN EXCESS OF 5%

During the years ended December 31, 2012 and 2011, there were no transactions in excess of 5%.

NOTE 8 – 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 changes could materially affect Participants' account balances and the amounts reported in the Statements of net assets available for benefits.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 9 – RELATED PARTY TRANSACTIONS

The Funds receive investment management and related services from Hartford Retirement Services, LLC. (HRS). DST Systems, Inc. is a mutual fund recordkeeping and shareholder servicing system used by HRS for processing transactions on participant accounts. Reliance Trust Company serves as directed Trustee for plans which HRS provides recordkeeping and administrative services. These companies are all related and therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are deducted directly from the mutual funds. Information regarding these fees is disclosed in the prospectus of the various mutual funds.

NOTE 10 – PLAN TERMINATION

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

NOTE 11 – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2012, Reliance as Trustee held the Plan's investments. The following is a summary of the Plan's financial information that is included in the accompanying financial statements based upon information Certified by the Trustee as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The Fair value of Assets at December 31, 2012 as certified by the Trustee is as follows:

Mutual Funds	<u>\$16,940,537</u>
Notes Receivable from Participants	<u>\$1,160,884</u>

The Investment income reported in the Statement of changes in net assets available for Plan benefits for the year ended December 31, 2012 was certified by Reliance.

The information included in supplementary Schedule 1, Schedule of Assets at December 31, 2012, was certified by Reliance.

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a Reconciliation of Employer Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contribution Receivable per Financial Statements	\$7,374
Less Adjustment to Cash Basis on Form 5500	<u>(7,374)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Employer Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Employer Contributions per Financial Statements	\$362,711
Less Employer Contribution Receivable at December 31, 2012	<u>(7,374)</u>
Employer Contribution per Form 5500	<u>\$355,337</u>

The following is a Reconciliation of Participant Contribution Receivable per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions Receivable per Financial Statements	\$22,625
Less Adjustment to Cash Basis on Form 5500	<u>(22,625)</u>
Employer Contribution Receivable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Participant Contributions per the Financial Statements at December 31, 2012 to Form 5500:

Participant Contributions per Financial Statements	\$1,318,978
Less Participant Contribution Receivable at December 31, 2012	<u>(22,625)</u>
Participant Contribution per Form 5500	<u>\$1,296,353</u>

The following is a Reconciliation of Dividends and Net Appreciation in Fair Value of Investments per the Financial Statements at December 31, 2012 to Dividends from Mutual Funds, Investment Gain from Pooled Separate Accounts and Investment Gain from Mutual Funds per Form 5500:

Dividends per Financial Statements	\$ 350,176
Net Appreciation in Investments per Financial Statements	<u>1,639,055</u>
Total per Financial Statements	<u>\$1,989,231</u>

Dividends from Mutual Funds per Form 5500	\$ 359
Net investment Gain from Pooled Accounts per Form 5500	1,836,125
Net investment Gain from Mutual Funds per Form 5500	<u>152,747</u>
Total per Form 5500	<u>\$1,989,231</u>

TOWN FAIR TIRE CENTERS, INC.
401(k) PROFIT-SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 12 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of Benefit Payments per the Financial Statements at December 31, 2012 to Form 5500:

Benefit Payments per Financial Statements	\$1,235,167
Less Earnings on Corrective Distributions	<u>(426)</u>
Benefit Payments per Form 5500	<u>\$1,234,741</u>

The following is a Reconciliation of Corrective Distributions Payable per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions Payable per Financial Statements	\$39,058
Less Adjustment to Cash Basis on Form 5500	<u>(39,058)</u>
Corrective Distributions Payable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Corrective Distributions per the Financial Statements at December 31, 2012 to Form 5500:

Corrective Distributions per Financial Statements	\$39,058
Plus Corrective Distribution Payable at December 31, 2011	27,567
Plus Earnings on Corrective Distributions for 2011	426
Less Corrective Distributions Payable at December 31, 2012	<u>(39,058)</u>
Corrective Distributions per Form 5500	<u>\$27,993</u>

NOTE 13 - MARKET CONDITIONS

Changes in investment returns and fair values can have a significant effect on the Plan. Since December 31, 2012, U.S. and world markets have continued to experience volatility. Management is monitoring investment market conditions and the impact a decline may have on the Plan's investment portfolio. Due to the volatility of the financial markets as of the date of this report, there is uncertainty regarding the impact that continued volatility might have on the Plan's investment portfolio.

NOTE 14 - SUBSEQUENT EVENTS

Effective January 1, 2013 Massachusetts Mutual Life Insurance Company (MassMutual) completed the transaction to acquire The Hartford's Retirement Plan Group (RPG). RPG is a subsidiary Hartford Retirement Services (HRS) (Note 9). MassMutual will provide all the Administrative services previously performed by HRS.

TOWN FAIR TIRE CENTERS, INC.
401 (k) PROFIT-SHARING PLAN

EIN: 06-0767684 Plan: 001
SCHEDULE OF ASSETS (HELD AT END OF YEAR)*
DECEMBER 31, 2012

<u>Description of Investment</u>	<u>Cost *</u>	<u>Current Value</u>
<u>Mutual Funds:</u>		
BNY Mellon DL Large Capital Stock Index A	\$	917,290
Columbia Acorn A		405,156
Templeton Foreign A		753,308
Blackrock Global Allocation A		192,632
Franklin Income A		1,966,417
BNY Mellon DL Small Capital Stock Index A		997,024
American Funds Growth Fund of America R3		4,406,252
Loomis Sayles Bond Admin		133,099
Pimco Total Return A		1,710,042
Alliance Bernstein Discovery Value A		879,406
Blackrock Equity Dividend A		635,132
MFS New Discovery R3		936,208
JP Morgan Prime Money Market Reserve		2,783,088
Massachusetts Investors Trust R3		139,859
BNY Mellon DL International Stock Index A		37,540
Wells Fargo Adv Emerging Market Equity A		<u>48,084</u>
Total Mutual Funds		16,940,537
 Notes Receivable from Participants		 <u>1,160,884</u>
TOTAL		<u>\$ 18,101,421</u>

***Historical cost is not required as all investments are Participant directed.**

See independant auditor's report and notes to financial statements.

Effective January 1, 2013 - Role of MassMutual

Massachusetts Mutual Life Insurance Company (together, with its affiliates, "MassMutual") acquired The Hartford's retirement plans business effective January 1, 2013. In connection with the acquisition, The Hartford appointed MassMutual to provide all of administrative services necessary to support your plan's contract. In this role, MassMutual receives all charges, fees and compensation – both direct and indirect – as payable to The Hartford for the services provided to your plan under the packaged retirement services programs. Additionally, MassMutual and its affiliates are responsible for marketing and selling the retirement plan services programs and for paying sales commissions and other compensation to Financial Intermediaries for sales and marketing activities related to the retirement plan services programs.

For Form 5500 Schedule C reporting purposes, all Direct Compensation items (e.g., fees distributed from participant accounts) plus certain Indirect Compensation items (e.g., sales commissions) are reported on a Plan Year basis, and all remaining Indirect Compensation items (e.g., revenue sharing) are reported on a Calendar Year basis. As a result, if your 2012 Plan Year is an off-calendar year Plan Year (e.g., July 1, 2012 - June 30, 2013) certain of your Plan's Schedule C information may list multiple entities as payors or payees of Direct and Indirect Compensation.

Massachusetts Mutual Life Insurance Company: EIN 04-1590850

MassMutual Retirement Services, LLC (formerly Hartford Retirement Services, LLC): EIN 26-1589907

Hartford Life Insurance Company: EIN 06-0974148

Hartford Securities Distribution Company, Inc.: EIN 06-1408044

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C¹ by identifying different types of compensation paid with respect to the Hartford product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2012 - 12/31/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2012.

This report includes compensation actually paid to or by the Hartford within the indicated plan year as part of your Hartford product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your Hartford customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your Hartford Service Team should you require additional information regarding the compensation paid to or by Hartford with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan’s service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

¹ Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

TOWN FAIR TIRE 401(K) PLAN (828640)

EIN #: 06-0767684

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2012 - 12/31/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2012.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **\$7,259.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Hartford Life Insurance Company EIN: 06-0974148

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **\$7,209.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2012 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Life Insurance Company are the net result of aggregating direct compensation after the effects of adjustments processed in 2012, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation **\$64.19**

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.1285% for 2012) earned on the bank accounts and investments associated with the short-term investment pool for the 2012 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted to The Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor. The Plan Sponsor should consult with their tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Revenue Sharing Rate (%) Paid to The Hartford (rates as of 12/31/2012)</i>	<i>Underlying Fund Gross Expense Ratio as of the Fund's Year End</i>
ALLIANCEBERNSTEIN DISC VAL A	13-4064930	0.55% x assets	1.27%
AMERICAN FUNDS GR FD OF AMER R3	52-0792143	0.65% x assets	0.98%
BLACKROCK EQUITY DIVIDEND A	13-3806694	0.55% x assets	0.99%
BLACKROCK GLOBAL ALLOCATION A	22-2937779	0.55% x assets	1.16%
BNY MELLON DL INTERNAT STK IND A	13-4121547	0.50% x assets	0.66%
BNY MELLON DL LG CAP STOCK IND A	13-4121547	0.40% x assets	0.47%
BNY MELLON DL SM CAP STOCK IND A	13-4121547	0.50% x assets	0.60%
COLUMBIA ACORN A	36-2692100	0.55% x assets	1.11%
FRANKLIN INCOME A	13-2573775	0.25% x assets plus \$12/participant	0.63%
JPMORGAN PRIME MONEY MKT RESERVE	33-1043149		0.71%
LOOMIS SAYLES BOND ADM	04-3219179	0.60% x assets	1.20%
MASSACHUSETTS INV TRUST R3	04-1590600	0.65% x assets	0.78%
MFS NEW DISCOVERY R3	04-3158862	0.65% x assets	1.39%
PIMCO TOTAL RETURN A	33-0629048	0.40% x assets	0.85%
TEMPLETON FOREIGN A	22-2169185	0.35% x assets plus \$12/participant	1.21%
WELLS FARGO ADV EMERNG MK EQ-A	41-0449260	0.55% x assets	1.70%

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The list includes any investment option held by the plan on at least one month end during the 2012 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

Recipient: MERRILL LYNCH LIFE AGENCY EIN: 13-2808480

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation

\$0.00

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* Sales commission	Payor: Hartford Life Insurance Company	EIN: 06-0974148	\$70,468.53
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** Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2012 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: MERRILL LYNCH PIERCE FENNER SMITH INC EIN: 13-5674085

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation

\$0.00

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Additional compensation	Payor: Hartford Life Insurance Company	EIN: 06-0974148	\$4,386.69
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Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2012 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Other EIN: 99-9999999

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation

\$50.00

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2012 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2012, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

\$0.00

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual fee and basis point fee for Mesirow plan fiduciary service

\$25.30

Service code: 27

Payor: Hartford Life Insurance Company EIN: 06-0974148

This is an estimate based on the annual flat fee plus the basis point fee paid to Mesirow divided by the number of plans using this feature.

In addition to the indirect compensation noted above, we pay Mesirow Financial an additional asset-based fee for Fiduciary Assure services. This fee is computed using a tiered scale based on total assets under the program where the assets are multiplied by annualized rates ranging from 2.50 basis points down to 0.9 basis points.

Direct Revenue Detail

Recipient: *Hartford Life Insurance Company*

<u>Fee Description</u>	<u>Dollar Amount</u>
Loan Set-up Fee	\$3,800.00
One-Time Distribution Fee	\$2,125.00
Loan Administration Fee	\$1,284.00
Total Direct Revenue:	<hr/> \$7,209.00

Recipient: *Other*

<u>Fee Description</u>	<u>Dollar Amount</u>
TPA Loan Set-Up Fee	\$50.00
Total Direct Revenue:	<hr/> \$50.00

Grand Total Direct Fees:	<hr/> \$7,259.00
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