Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1991

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

CHARTER FILMS, INC

P.O. BOX 3068
SUPERIOR, WI 54880

2b Employer Identification Number (EIN)
39-1943864

2c Sponsor's telephone number
715-395-8258

2d Business code (see instructions)
339900

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.	09/25/2013	TODD L JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/25/2013	TODD L JOHNSON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	142
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**	123
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	14
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	137
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	133
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CHARTER FILMS, INC

D Employer Identification Number (EIN)
39-1943864

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIRST NATIONAL BANK OMAHA

47-0259043

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

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

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

HANCOCK AND DANA, PC

12829 WEST DODGE RD
SUITE 100
OMAHA, NE 68154

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	14750	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIRST NATIONAL BANK OF OMAHA

47-0259043

(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 21 37 50 54 60 63	TRUSTEE	15962	Yes [X] No [ ]	Yes [ ] No [X]	7867	Yes [ ] No [X]

(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
FIRST NATIONAL BANK OF OMAHA	60	1584

(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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	SUB TA

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIRST NATIONAL BANK OF OMAHA	60 54 63	2453

(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.
INVESCO AIM 1166 AVENUE OF THE AMERICAS #27 NEW YORK, NY 10036	SUB TA FRONT END AND 12B-1 FEES

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CHARTER FILMS, INC

D Employer Identification Number (EIN)
39-1943864

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1065	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	2053	4
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	317048	1153950
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1588747	916281
(5) Partnership/joint venture interests	1c(5)	420432	653210
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	205281	259721
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3098365	3718435
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5632991	6701601
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	3204	3937
k Total liabilities (add all amounts in lines 1g through1j)	1k	3204	3937
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5629787	6697664

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	538640	
(B) Participants	2a(1)(B)	476025	
(C) Others (including rollovers)	2a(1)(C)	4696	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1019361
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	12998	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12998
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	196725	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		196725
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		371762
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1600846
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	501517	
(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)		501517
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	14750	
(2) Contract administrator fees	2i(2)	16695	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		31452
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		532969
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1067877
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: HANCOCK & DANA, PC **(2)** EIN: 47-0710889

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. [X] **Yes** [ ] **No** **Amount:** 0

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CHARTER FILMS, INC

D Employer Identification Number (EIN)
39-1943864

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 45-0404698

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2012 AND 2011

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT 1-2

FINANCIAL STATEMENTS

Statement of Net Assets in Liquidation Available for Benefits and Statement of Net Assets Available for Benefits 3

Statement of Changes in Net Assets in Liquidation Available for Benefits 4

Notes to Financial Statements 5-11

SUPPLEMENTAL SCHEDULES

Schedule of Assets (Held at End of Year) Schedule H, Line 4i 12-13

Schedule of Reportable Transactions Schedule H, Line 4j 14-15

Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

HANCOCK & DANA PC
ACCOUNTANTS & CONSULTANTS
12829 WEST DODGE ROAD
SUITE 100
OMAHA, NEBRASKA 68154-2155
(402) 391-1065 FAX (402) 334-9498

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the Charter Films, Inc.
401(k) Savings Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Charter Films, Inc. 401(k) Savings Plan and Trust, which comprise the statement of net assets in liquidation available for benefits as of December 31, 2012, the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets in liquidation 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by First National Bank Omaha, 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 notes receivable and executes transactions therein. 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 supplemental schedules I and II as of or for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes 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 these supplemental schedules.

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

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

HANCOCK & DANA PC

Hancock & Dana PC

Omaha, Nebraska
September 17, 2013

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

STATEMENT OF NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011

	2012	2011
ASSETS		
Investments at fair value (Notes C, D, E, G and H)	$ 6,441,876	$ 5,424,592
Receivables		
Employer contributions	-	1,065
Notes receivable from participants (Note D)	259,721	205,281
	259,721	206,346
Accrued dividends (Notes D and E)	4	2,053
Total assets	6,701,601	5,632,991
LIABILITIES		
Accrued administrative expenses (Note G)	3,937	3,204
Total liabilities	3,937	3,204
NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS/ NET ASSETS AVAILABLE FOR BENEFITS	**$ 6,697,664**	**$ 5,629,787**

See accompanying notes to financial statements.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Contributions	
Employer	$ 538,640
Participants	476,025
Rollover	4,696
Total contributions	1,019,361
Interest income on notes receivable from participants (Note D)	12,998
Investment income	
Net appreciation in fair value of investments (Note D)	371,762
Dividends	196,725
Total investment income (Note D)	568,487
Total Additions	1,600,846
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	501,517
Administrative expenses (Note G)	31,452
Total Deductions	532,969
NET INCREASE	**1,067,877**
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	**5,629,787**
NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS, END OF YEAR	**$ 6,697,664**

See accompanying notes to financial statements.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE A – PLAN DESCRIPTION

PLAN TERMINATION – On December 13, 2012, the Board of Directors of Charter Films, Inc., the Plan's sponsor, resolved to terminate the Plan as soon as possible following the sale of the Plan sponsor's assets on December 21, 2012. Final distributions will be determined based on all participants being 100% vested and participants with outstanding loans will have the ability to transfer their loans to the retirement plan of the company purchasing the assets of the Plan sponsor. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting used to value Plan assets from the ongoing plan basis to the liquidation basis for 2012. The adoption of the liquidation basis of accounting, however, results in no change in the valuation of Plan assets from the ongoing plan basis used in preparing the 2011 financial statement since substantially all assets were already carried at fair value.

The following description of the Charter Films, Inc. 401(k) Savings Plan and Trust provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees are eligible to participate in the Plan and make elective contributions after attaining age 18 and completing six months of service, as defined. Employees are eligible to participate in nonelective contributions and safe harbor contributions by the employer after attaining age 18 and completing one year of service, as defined. Union employees and certain nonresident aliens are not eligible to participate in the Plan. The plan administrator is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

CONTRIBUTIONS – Upon reaching eligibility, employees are automatically enrolled in the Plan at 3% of eligible compensation unless an election is made to waive enrollment. Participants may contribute up to the federal statutory maximum of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various portfolio investments and mutual funds as investment options for participant contributions. Eligible employees receive a safe harbor contribution from the employer equal to 3% of the participant's compensation, as defined. Additional nonelective contributions may be made at the option of the employer and are invested in a portfolio of investments as directed by the employer. Nonelective contributions are allocated to participants based on compensation. The employer made a discretionary nonelective contribution to the Plan of 3% in 2012. Contributions are subject to certain IRS limitations.

NOTE A – PLAN DESCRIPTION – Continued

PARTICIPANT ACCOUNTS – Each participant in the Plan has an individual account balance representing their interest in the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Participant accounts are charged with an allocation of administrative expenses. Allocations of Plan earnings or losses and administrative expenses are based on participant 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 and employer safe harbor contributions plus actual earnings thereon. Vesting in the employer discretionary and nonelective contributions plus actual earnings thereon is based on credited years of service, as defined. A participant is 100% vested after six years of credited service.

FORFEITURES – Upon a participant's termination of employment before normal retirement, disability, or death, the portion of their discretionary and nonelective employer contributions not then vested shall be forfeited. The forfeited portion of any participant's account will be allocated to eligible participants based on compensation. Forfeitures amounted to $9,016 for the year ended December 31, 2012. Forfeitures available for reallocation to eligible participants were $36,467 at December 31, 2012.

NOTES RECEIVABLE FROM PARTICIPANTS – Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at 2% above prime (5.25% at December 31, 2012). The loans are repayable from payroll deductions over the term of the loans, not to exceed five years. Participants pay a $150 loan origination fee from their remaining vested account balance in addition to the requested loan amount.

PAYMENT OF BENEFITS – Upon termination of service, due to death, disability, retirement or for other reasons, a participant may receive either a lump-sum or installment payments equal to the value of his or her vested account balance. Those participants that have account balances of $5,000 or more upon termination may elect to leave their balances in the Plan.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is set forth below.

BASIS OF ACCOUNTING – The Plan's policy is to prepare its financial statements on the accrual basis of accounting. The Plan changed to the liquidation basis of accounting from the ongoing plan basis when the decision was made to terminate the Plan in December, 2012, as described in Note A.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

USE OF ESTIMATES – The preparation of financial statements requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The plan administrator determines the Plan's valuation policies utilizing information provided by the investment advisers and trustee. See Note C for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation or depreciation includes the Plan's gains and losses 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. Interest income is recorded on the accrual basis.

Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

BENEFIT PAYMENTS – Benefits are recorded when paid.

OTHER – Audit fees and certain other administrative expenses are paid by the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments. Certain administrative functions are performed by officers or employees of the Plan sponsor. No such officer or employee receives compensation from the Plan.

SUBSEQUENT EVENTS – The Plan has evaluated subsequent events through September 17, 2013, the date the financial statements were available to be issued.

NOTE C – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

NOTE C – FAIR VALUE MEASUREMENTS – Continued

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.

Common Stocks and Investments in Publicly Traded Limited Partnerships: Valued at the closing price reported on the active market on which the investments are traded.

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

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.

NOTE C – FAIR VALUE MEASUREMENTS – Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012 and 2011	
	2012 Level 1	2011 Level 1
Common Stocks:		
Basic materials	$ 519,779	$ 190,168
Energy	169,931	506,516
Financial	226,571	139,007
Industrial goods	-	439,706
Technology	-	313,350
Total common stocks	916,281	1,588,747
Mutual Funds:		
Money market funds	1,153,950	317,048
Utilities	20,202	262
Growth funds	1,162,159	888,242
Value funds	838,972	709,808
Blended funds	962,331	821,365
Bond funds	587,654	425,302
Sector funds	147,117	116,071
Exchange traded funds	-	137,315
Total mutual funds	4,872,385	3,415,413
Investments in publicly traded limited partnerships	653,210	420,432
	$ 6,441,876	$ 5,424,592

NOTE D – CERTIFIED INFORMATION

First National Bank Omaha, the trustee of the Plan, holds the Plan's investment assets and notes receivable and executes transactions therein. Financial information relating to those assets is included in the accompanying financial statements based on information provided by the trustee. The following information has been certified by First National Bank Omaha, as being complete and accurate and the plan administrator has elected to use this information without audit: Investments of $6,441,876 and $5,424,592 at December 31, 2012 and 2011, respectively; notes receivable from participants of $259,721 and $205,281 at December 31, 2012 and 2011, respectively; accrued dividends of $4 and $2,053 at December 31, 2012 and 2011, respectively; total investment income of $568,487 for the year ended December 31, 2012; interest income on notes receivable from participants of $12,998 for the year ended December 31, 2012; assets held at December 31, 2012; and reportable transactions for the year ended December 31, 2012.

NOTE D – CERTIFIED INFORMATION - Continued

The following table presents the fair value of investments at December 31, 2012 and 2011 that represent 5 percent or more of the Plan's net assets:

	2012	2011
Invesco Diversified Dividend Fund	$ 507,094	$ 403,786
T. Rowe Price New America Growth Fund	479,228	361,068
Pimco Total Return Fund	390,568	n/a
Goldman Sachs Financial Square Prime Obligation	876,520 *	n/a

* Nonparticipant-directed

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by $371,762 as follows:

Common stocks	$ (61,297)
Mutual funds	510,289
Investments in publicly traded limited partnerships	(77,230)
	$ 371,762

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2012	2011
Net Assets:		
Common stocks	$ 916,281	$ 1,588,747
Mutual funds	876,520	186,568
Investments in publicly traded limited partnerships	653,210	420,432
Accrued dividends	4	2,053
	$ 2,446,015	$ 2,197,800

	Year ended December 31, 2012
Changes in Net Assets:	
Contributions	$ 267,662
Dividends and interest	152,632
Net depreciation	(12,271)
Loans (net of repayments)	(20,964)
Benefit payments	(127,062)
Expenses	(11,782)
	$ 248,215

NOTE F – TAX STATUS

The employer has adopted a nonstandardized prototype plan sponsored by First National Bank Omaha. The Internal Revenue Service (IRS) has informed First National Bank Omaha by a letter dated March 31, 2008 that the form of the Plan is acceptable under section 401 of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE G – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Plan investments, consisting of mutual funds with fair values of $393,577 and $361,078 at December 31, 2012 and 2011, respectively, are managed by an investment group affiliated with First National Bank Omaha. Fees incurred by the Plan to First National Bank Omaha, which are included in administrative expenses, amounted to $16,702 for the year ended December 31, 2012, including $3,937 payable at December 31, 2012. First National Bank Omaha is the trustee of the Plan and, therefore, these transactions qualify as party in interest.

NOTE H – RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST — Schedule I

EMPLOYER #39-1943864 — PLAN #002

SCHEDULE OF ASSETS (HELD AT END OF YEAR) - SCHEDULE H, LINE 4i — 12/31/12

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	American Century Small Cap Growth Fund	Mutual Fund	**	$ 113,613
	Gabelli Utilities	Mutual Fund	**	20,202
*	Tributary Core Equity Fund Institutional	Mutual Fund	**	164,497
*	Tributary Small Company Fund Institutional	Mutual Fund	**	229,080
	Janus Overseas Fund	Mutual Fund	**	260,383
	Invesco Diversified Dividend Fund	Mutual Fund	**	507,094
	T. Rowe Price Global Technology Fund	Mutual Fund	**	147,117
	T. Rowe Price New America Growth Fund	Mutual Fund	**	479,228
	T. Rowe Price Mid-Cap Growth Fund	Mutual Fund	**	308,933
	T. Rowe Price Mid Cap Value Fund	Mutual Fund	**	244,269
	Templeton Foreign Fund	Mutual Fund	**	87,611
	Thornburg International Value Fund	Mutual Fund	**	318,089
	Vanguard 500 Index Fund	Mutual Fund	**	250,665
	Pimco Total Return Fund	Mutual Fund	**	390,568
	Goldman Sachs Short Duration Government Fund	Mutual Fund	**	197,086
	Goldman Sachs Financial Square Money Market Fund	Mutual Fund	**	277,430
		Total Participant-Directed Investments		$ 3,995,865
	Notes Receivable from Participants (5.25%)		**	$ 259,721

** Cost information is not required for assets held in participant-directed accounts.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST — Schedule I, cont'd.

EMPLOYER #39-1943864 — PLAN #002

SCHEDULE OF ASSETS (HELD AT END OF YEAR) - SCHEDULE H, LINE 4i — 12/31/12

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Banco Santander Cen Spon ADR	Common Stock	$ 312,294	$ 226,570
	Cliffs Natural Resources Inc.	Common Stock	250,572	117,639
	Freeport-McMoran Copper & Gold Inc.	Common Stock	250,542	191,178
	Transocean Ltd.	Common Stock	249,941	169,931
	Vale S A ADR	Common Stock	251,787	210,963
	Boardwalk Pipeline Partners LP	Publicly Traded Limited Partnership	250,077	205,674
	Enbridge Energy Partners LP	Publicly Traded Limited Partnership	250,922	215,249
	Terra Nitrogen Company LP	Publicly Traded Limited Partnership	250,867	232,287
	Goldman Sachs Financial Square Prime Obligation	Mutual Fund	876,520	876,520
		Total Nonparticipant-Directed Investments	$ 2,943,522	$ 2,446,011
		Total Investments		$ 6,441,876

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Single Security Transactions

12/31/12

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	BP Prudhoe Bay Rty Tr Unit Ben	-	305,626	101	299,869	305,626	5,757
n/a	Terra Nitrogen Co. LP	-	296,765	50	252,184	296,765	44,581
n/a	Terra Nitrogen Co. LP	-	286,439	50	266,997	286,439	19,442
n/a	Manitowoc Co. Inc.	-	314,994	806	250,018	314,994	64,976

NOTE: Column E, "Lease Rental", is not applicable.

EMPLOYER #39-1943864 PLAN #002

FORM 5500 - Schedule H, Line 4j 12/31/12
Schedule of Reportable Transactions
Series of Transactions - Same Security

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	Seadrill Limited Shs	$ 451,906	$ -	$ 468	$ 451,906	$ 451,906	$ -
n/a	Seadrill Limited Shs	-	479,280	468	451,906	479,280	27,374
n/a	Seaspan Corp Perp Pref	150,159	-	216	150,159	150,159	-
n/a	Seaspan Corp Perp Pref	-	148,372	216	150,159	148,372	(1,787)
n/a	BP Prudhoe Bay Rty Tr Unit Ben	75,124	-	25	75,124	75,124	-
n/a	BP Prudhoe Bay Rty Tr Unit Ben	-	305,626	101	299,869	305,626	5,757
n/a	Caterpillar Inc.	198,241	-	70	198,241	198,241	-
n/a	Caterpillar Inc.	-	159,180	70	198,241	159,180	(39,061)
n/a	Deere & Co.	-	282,342	132	250,440	282,342	31,902
n/a	Energy Transfer Partners LP	99,299	-	85	99,299	99,299	-
n/a	Energy Transfer Partners LP	-	242,690	209	246,683	242,690	(3,993)
n/a	Freeport McMoran Copper & Gold CL B	325,223	-	292	325,223	325,223	-
n/a	Freeport McMoran Copper & Gold CL B	-	78,733	68	74,681	78,733	4,052
n/a	Manitowoc Co. Inc.	-	314,994	806	250,018	314,994	64,976
n/a	Terra Nitrogen Co. LP	973,113	-	178	973,113	973,113	-
n/a	Terra Nitrogen Co. LP	-	824,729	135	722,246	824,729	102,483
n/a	GS Fin Square Prime Oblig #463	2,828,389	-	-	2,828,389	2,828,389	-
n/a	GS Fin Square Prime Oblig #463	-	2,001,122	-	2,001,122	2,001,122	-

NOTE: Column E, "Lease Rental", is not applicable.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	American Century	American Century Small Cap Growth Fund A	0	113,614
	Goldman Sachs	Goldman Sachs Fin Square MM Admin	0	277,430
	Tributary	Tributary Core Equity Inst	0	164,497
	Tributary	Tributary Small Company Inst	0	229,080
	Goldman Sachs	Goldman Sachs Short Duration GovtA	0	197,086
	Janus	Janus Overseas Fund Retirement	0	260,383

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	T. Rowe Price	T. Rowe Price Global Tech Inv	0	147,117
	T. Rowe Price	T. Rowe Price New America Growth Inv	0	479,228
	PIMCO	PIMCO Total Return Fund A	0	390,568
	T. Rowe Price	T. Rowe Price Mid Cap Growth Inv	0	308,933
	T. Rowe Price	T. Rowe Price Mid Cap Value Adv	0	244,269
	Templeton	Templeton Foreign Fund A	0	87,611
	Thornburg	Thornburg International Value Fund	0	318,089

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard	Vanguard 500 Index Inv	0	250,665

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Invesco	FN Invesco Diversified Dividend Fund A	0	507,094

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Gabelli	Gabelli Utilities Fund A	0	20,202
	Participants Loan Account	Various Rates and Maturities	0	259,721
	Banco Santander Cen Spon ADR	Common Stock	312,294	226,570
	Cliffs Natural Resources, Inc	Common Stock	250,572	117,639
	Freeport_McMoran Copper & Gold In	Common Stock	250,542	191,178
	Transocean Ltd.	Common Stock	249,941	169,931
	Vale S A ADR	Common Stock	251,787	210,962

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Boardwalk Pipeline Partners LP	Publicly Traded Limited Partnership	250,077	205,674
	Enbridge Energy Partners LP	Publicly Traded Limited Partnership	250,922	215,249
	Terra Nitrogen Company LP	Publicly Traded Limited Partnership	250,867	232,288
	Goldman Sachs Financial Square Prim	Registered Investment Company	876,520	878,520

Attachment to 2012 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Seadrill Limited Shs	451,906	0	0	468	451,906	451,906	0
n/a	Seadrill Limited Shs	0	479,280	0	468	451,906	479,280	27,374
n/a	Seaspan Corp Perp Pref	150,159	0	0	216	150,159	150,159	0
n/a	Seaspan Corp Perp Pref	0	148,372	0	216	150,159	148,372	1,787
n/a	BP Prudhoe Bay Rty Tr Unit Ben	75,124	0	0	25	75,124	75,124	0
n/a	BP Prudhoe Bay Rty Tr Unit Ben	0	305,626	0	101	299,869	305,626	5,757
n/a	Caterpillar Inc.	198,241	0	0	70	198,241	198,241	0

Attachment to 2012 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Caterpillar Inc.	0	159,180	0	70	198,241	159,180	-39,061
n/a	Deere & Co.	0	282,342	0	132	250,440	282,342	31,902
n/a	Energy Transfer Partners LP	99,299	0	0	85	99,299	99,299	0
n/a	Energy Transfer Partners LP	0	242,890	0	209	246,683	242,690	-3,993
n/a	Freeport McMoran Cooper & Gold CL B	325,223	0	0	292	325,223	325,223	0
n/a	Freeport McMoran Cooper & Gold CL B	0	78,733	0	68	74,681	78,733	4,052
n/a	Manitowoc Co. Inc.	0	314,994	0	806	250,018	314,994	64,976

Attachment to 2012 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Terra Nitrogen Co. LP	973,113	0	0	178	973,113	973,113	0
n/a	Terra Nitrogen Co. LP	0	824,729	0	135	722,246	824,729	102,483
n/a	GS Fin Square Prime Oblig #463	2,828,389	0	0	0	2,828,389	2,828,389	0
n/a	GS Fin Square Prime Oblig #463	0	2,001,122	0	0	2,001,122	2,001,122	0
n/a	BP Prudhoe Bay Rty Tr Unit Ben	0	305,626	0	101	299,869	305,626	5,757
n/a	Terra Nitrogen Co. LP	0	296,765	0	50	252,184	296,765	44,581
n/a	Terra Nitrogen Co. LP	0	286,439	0	50	266,997	286,439	19,442

Attachment to 2012 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST **EIN:** 39-1943864
Plan Sponsor's Name CHARTER FILMS, INC **PN:** 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Manitowoc Co. Inc.	0	314,994	0	806	250,018	314,994	64,976