# 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
SENTINEL REAL ESTATE 401(K) PLAN 401K SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 150

**1c** Effective date of plan 04/01/1994

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

SENTINEL REAL ESTATE CORPORATION

1251 AVENUE OF THE AMERICAS
35TH FLOOR
NEW YORK, NY 10020

**2b** Employer Identification Number (EIN)
13-2957368

**2c** Sponsor's telephone number
212-408-2900

**2d** Business code (see instructions)
531390

**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 | LELAND ROTH |
| | **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)

SRE TAX SERVICES, INC. C/O SENTINEL

1251 AVE OF THE AMERICAS 35TH FL
NEW YORK, NY 10020

Preparer's telephone number (optional)
212-408-5007

**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** | 1304 |
| **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** | 1056 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 191 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1248 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 1249 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 525 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 29 |
| **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 2R 2T 3D 3H

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

**9a** Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
SENTINEL REAL ESTATE 401(K) PLAN 401K SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 150

**C** Plan sponsor's name as shown on line 2a of Form 5500
SENTINEL REAL ESTATE CORPORATION

**D** Employer Identification Number (EIN)
13-2957368

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONA
OPERATIONS CO INC. 82 DEVONSHIRE ST
BOSTON, MA 02109

04-2647786

**(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)

FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS CO INC. 82 DEVONSHIRE ST BOSTON, MA 02109

04-2647786

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 64 37 65 71 60 | RECORDKEEPER | 6725 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALZGI NFJ DIV VL ADM- BOSTON<br><br>31-1249295 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALZGI NFJ SMCPVL ADM- BOSTON 330 W. 9TH STREET KANSAS CITY, MO 66160 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AM CENT REAL EST INV-AMERICA<br><br>44-0619208 | 0.35% |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JANUS OVERSEAS S- JANUS SERV<br><br>43-1804048 | 0.50% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| COL MID CAP VALUE Z-COLUMIA P.O. BOX 8081<br>BOSTON, MA 02266-8081 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JANUS TRION T- JANUS SERVICE<br><br>43-1804048 | 0.35% |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF MID CAP GRTH P-MORGAN S<br><br>13-3799749 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO TOT RETURN ADM -BOSTON<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.27% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ROYCE VALUE PLUS SER- BOSTON<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.45% |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| WFA SM CAP VAL INV-BOSTON FI<br>330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 0.40% |

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE 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
SENTINEL REAL ESTATE 401(K) PLAN 401K SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 150

**C** Plan sponsor's name as shown on line 2a of Form 5500
SENTINEL REAL ESTATE CORPORATION

**D** Employer Identification Number (EIN)
13-2957368

## 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) | 5681 | 3713 |
| **(2)** Participant contributions | 1b(2) | 61923 | 19679 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 631573 | 623073 |
| **(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) | 19664570 | 21754998 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | 263790 |

| | | (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 | 20363747 | 22665253 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | | |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 20363747 | 22665253 |

## 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) | 172981 | |
| **(B)** Participants | 2a(1)(B) | 1488558 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 182920 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1844459 |
| **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) | 28889 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 28889 |
| **(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) | 500953 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 500953 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | 1149 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 1149 |

| | | (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) | | 1794456 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 4169906 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1861199 | |
| (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) | | 1861199 |
| 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) | | |
| (2) Contract administrator fees | 2i(2) | 7201 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 7201 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1868400 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 2301506 |
| 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: DWORKEN HILLMAN LAMORTE & STERCZALA **(2)** EIN: 06-1308345

**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 | | 5000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
SENTINEL REAL ESTATE 401(K) PLAN 401K SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 150

**C** Plan sponsor's name as shown on line 2a of Form 5500
SENTINEL REAL ESTATE CORPORATION

**D** Employer Identification Number (EIN)
13-2957368

## 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): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*Financial Statements and Supplemental Schedule*

**SENTINEL 401(K) SAVINGS PLAN**

Year Ended December 31, 2012

Plan Number: 150

Plan Sponsor EIN: 13-2957368

**SENTINEL 401(K) SAVINGS PLAN**

Year Ended December 31, 2012

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* *Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted as they are not applicable.*

DWORKEN, HILLMAN, LAMORTE & STERCZALA, P.C.
*Certified Public Accountants / Business Consultants*

JENNIFER S. BULL, CPA
JAMES G. COSGROVE, CPA
WALTER R. FULTON, CPA
MICHAEL F. GANINO, CPA
ERIC N. HENDLIN, CPA
WILLIAM C. LESKO, CPA
ALBERTO C. MARTINS, CPA
PAUL M. STERCZALA, CPA
JOSEPH A. VERRILLI, CPA

**Independent Auditors' Report**

Plan Administrator
Sentinel 401(k) Savings Plan
New York, New York

**Report on the Financial Statements**

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

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

**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 schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 supplemental schedule referred to above.

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

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

Dworken, Willman, LaMorte & Serczala P.C.

September 4, 2013
Shelton, Connecticut

SENTINEL 401(K) SAVINGS PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

| | December 31, 2012 | 2011 |
|---|---|---|
| **Assets:** | | |
| Investments at fair value: | | |
| Mutual funds | **$21,754,998** | $19,664,570 |
| Fidelity Brokeragelink | **263,790** | |
| Total investments | **22,018,788** | 19,664,570 |
| Receivables: | | |
| Notes receivable from participants | **623,073** | 631,573 |
| Employer contributions | **3,713** | 5,681 |
| Participant contributions | **19,679** | 61,923 |
| Total receivables | **646,465** | 699,177 |
| **Net assets available for Plan benefits** | **$22,665,253** | $20,363,747 |

***See notes to financial statements.***

SENTINEL 401(K) SAVINGS PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

Year Ended December 31, 2012

| | |
|---|---|
| **Additions to net assets attributed to:** | |
| Investment income: | |
| Net appreciation in fair value of investments | $ 1,794,456 |
| Dividend and interest income | 502,102 |
| Total investment income | 2,296,558 |
| Interest income from participant loans | 28,889 |
| Contributions: | |
| Participant contributions | 1,488,558 |
| Rollover contributions | 182,920 |
| Employer contributions | 172,981 |
| Total contributions | 1,844,459 |
| **Total additions** | 4,169,906 |
| **Deductions from net assets attributed to:** | |
| Benefits paid to participants | 1,861,199 |
| Administrative expenses | 7,201 |
| **Total deductions** | 1,868,400 |
| **Net increase in net assets available for Plan benefits** | 2,301,506 |
| Net assets available for Plan benefits, beginning of year | 20,363,747 |
| **Net assets available for Plan benefits, end of year** | $22,665,253 |

*See notes to financial statements.*

SENTINEL 401(K) SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2012

1. **Description of the Plan:**

The following description of Sentinel 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan provisions.

**General**:

The Plan is a defined contribution plan covering all employees of Sentinel Real Estate Corporation (the Company or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:**

Each year, participants may contribute up to 25% of their pre-tax annual compensation, as defined in the Plan document, subject to certain Internal Revenue Code (IRC) limitations. Also, participants may contribute amounts representing distributions from other qualified defined benefit or defined contributions plans (rollovers). The Company contributes the lesser of 25% or $1,000 of a participant's annual contribution to the Plan. Additional qualified non-elective contributions may be made at the Company's discretion. Contributions are subject to certain limitations as described in the Plan document. Certain plan participants may elect to make "catch-up contributions" as defined under the IRC. The Plan is required to return excess contributions received during the Plan year in excess of IRC limits.

**Participants' accounts:**

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings or losses and administrative expenses. Allocations to participants' accounts are based upon participants' account balances. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions.

**Payment of benefits:**

Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest or installment payments either monthly, quarterly, semi-annually, or annually. Participants whose account balances are $5,000 or less may receive a lump sum payment or have their account balance rolled over to an Individual Retirement Account. Participants may withdraw funds from their accounts who have demonstrated hardship (as defined under Internal Revenue Service Regulations).

1. **Description of the Plan** (continued):

**Investment options:**

Participants of the Plan direct employee and employer contributions into any of the following investment fund options:

Allianz NFJ Dividend Value Fund – Administrative Class
Allianz NFJ Small Cap Value Fund – Administrative Class
American Century Real Estate Fund – Investor Class
Columbia Mid Cap Value Fund – Class Z
Fidelity Brokeragelink – Self Directed Brokerage Arrangement
Fidelity Freedom 2000 Fund
Fidelity Freedom 2005 Fund
Fidelity Freedom 2010 Fund
Fidelity Freedom 2015 Fund
Fidelity Freedom 2020 Fund
Fidelity Freedom 2025 Fund
Fidelity Freedom 2030 Fund
Fidelity Freedom 2035 Fund
Fidelity Freedom 2040 Fund
Fidelity Freedom 2045 Fund
Fidelity Freedom 2050 Fund
Fidelity Freedom 2055 Fund
Fidelity Freedom Income Fund
Fidelity High Income Fund
Fidelity Fund
Fidelity Government Income Fund
Fidelity Growth Discovery Fund
Fidelity Leveraged Company Stock Fund
Fidelity Retirement Money Market Portfolio
Janus Overseas Fund Class S
Janus Triton Fund
MSIFT Mid Cap Growth Portfolio – Class P Shares
PIMCO Total Return Fund – Administrative Class
Royce Value Plus Fund – Service Class
Spartan 500 Index Fund – Advantage Class
Spartan Extended Market Index Fund – Advantage Class
Spartan International Index Fund – Advantage Class
Wells Fargo Advantage Small Cap Value Fund – Investor Class

Participants may change their contribution investment options daily. Participants should refer to the investment fund option prospectus for more information.

1. **Description of the Plan** (continued):

**Vesting:**

Participants are immediately vested in their contributions, including rollovers, plus earnings thereon. Vesting in the Company's contributions are based on years of continuing service as follows:

| Years of Service | Percentage |
|---|---|
| Less than 2 | 0% |
| 2 | 20% |
| 3 | 40% |
| 4 | 60% |
| 5+ | 100% |

**Notes receivable from participants:**

The Plan allows participants to borrow money from their account balances and repay the loans through payroll deductions. Only one loan may be outstanding at any given time. The minimum loan amount is $1,000 and the maximum loan amount may not exceed the lesser of (a) one half of the participant's vested interest in the Plan or (b) $50,000 reduced by the excess, if any, of the highest outstanding loan balance from the Plan during the one year period ending on the day before the new loan is to be made over the current outstanding balance of loans as of the date of the new loan. The loans are secured by the balance in the participant's account and bear interest at a rate that is one percentage point above the prime rate. Principal and interest are paid ratably through biweekly payroll deductions.

2. **Summary of significant accounting policies:**

**Basis of accounting:**

The accompanying financial statements of the Plan are prepared under the accrual basis in accordance with accounting principles generally accepted in the United States of America.

**Use of estimates and risks and uncertainties:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates and assumptions. The Plan, through its investment fund options, invests in various securities including U.S. Government securities, corporate debt instruments, and corporate stocks.

2. **Summary of significant accounting policies** (continued):

**Use of estimates and risks and uncertainties** (continued):

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that, such changes could materially affect the amounts reported in these financial statements.

**Investment valuation and income recognition:**

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for fair value measurement techniques used.

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.

In the Statement of Changes in Net Assets Available for Plan Benefits, the Plan presents the net appreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

**Notes receivable from participants:**

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

**Forfeited accounts:**

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $8,814 and $609, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2012, employer contributions were reduced by $26,651 from forfeited nonvested accounts.

2. **Summary of significant accounting policies** (continued):

**Payment of benefits:**

Benefit payments to participants are recorded when paid.

**Administrative expenses:**

Administrative expenses of the Plan are paid by the Plan sponsor as provided in the Plan document. Expenses relating to specific participant transactions (i.e. loan set up, distributions, etc.) are charged directly against the appropriate participant's account.

3. **Fair value measurement:**

The Plan's investments are reported at fair value in the accompanying statements of net assets available for plan benefits.

| | | December 31, 2012 Fair Value Measurements Using: | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| **Mutual funds:** | | | | |
| Mid/Large Cap | $12,772,437 | $12,772,437 | - | - |
| Small-Cap | 1,672,677 | 1,672,677 | - | - |
| Fixed Income | 3,424,829 | 3,424,829 | - | - |
| International and Global Equity | 1,312,467 | 1,312,467 | - | - |
| Money Market | 2,572,588 | 2,572,588 | - | - |
| | 21,754,998 | 21,754,998 | - | - |
| **Fidelity Brokeragelink:** | | | | |
| Self directed brokerage accounts | 263,790 | 263,790 | | |
| **Total** | $22,018,788 | $22,018,788 | | |

3. **Fair value measurement** (continued):

| | December 31, 2011 Fair Value Measurements Using: | | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| **Mutual funds:** | | | | |
| Mid/Large Cap | $11,693,140 | $11,693,140 | - | - |
| Small-Cap | 808,499 | 808,499 | - | - |
| Fixed Income | 3,148,315 | 3,148,315 | - | - |
| International and Global Equity | 1,358,587 | 1,358,587 | - | - |
| Money Market | 2,656,029 | 2,656,029 | - | - |
| Total | $19,664,570 | $19,664,570 | $ - | $ - |

ASC 820, *Fair Value Measurements and Disclosures,* establishes a fair value hierarchy that prioritizes the assumptions used in valuation techniques to measure fair value. This hierarchy consists of three broad levels as described below:

**Level 1** –Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities;

**Level 2** – Quoted prices in active markets for similar assets and liabilities or quoted prices in less active dealer or broker markets;

**Level 3** – Prices or valuations that require inputs that are both significant to the fair value measurement and are unobservable.

A description of the valuation methodologies used to measure Plan assets at fair value is provided below:

**Level 1 fair value measurements:**

*Mutual Funds (including bond and stock funds)* - The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. There are no restrictions as to the redemption of these investments nor does the Plan have any contractual obligations to further invest in any of the individual mutual funds.

3. **Fair value measurement** (continued):

**Level 1 fair value measurements** (continued):

*Fidelity Brokeragelink* - The fair value of this self directed brokerage account is based on the quoted values of underlying shares and money market funds held within the account. There are no restrictions as to redemption of investments nor does the Plan have any contractual obligations to further invest in this fund.

The preceding methods described may produce a fair value 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.

4. **Investments:**

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

| | 2012 | 2011 |
|---|---|---|
| Columbia Mid Cap Value Fund – Class Z<br>240,463 and 270,672 shares, respectively | **$3,563,667** | $3,467,313 |
| Fidelity Retirement Money Market Portfolio *<br>2,572,588 and 2,656,029 shares, respectively | **2,572,588** | 2,656,029 |
| PIMCO Total Return Fund – Administrative Class<br>224,904 and 216,315 shares, respectively | **2,527,918** | 2,351,342 |
| Fidelity Fund *<br>65,906 and 69,976 shares, respectively | **2,360,086** | 2,179,756 |
| Fidelity Freedom 2020 Fund *<br>101,027 and 89,823 shares, respectively | **1,445,697** | 1,178,482 |
| Janus Overseas Fund Class S<br>36,442 and 40,755 shares, respectively | **1,240,110** | 1,274,815 |
| Fidelity Growth Discovery Fund *<br>74,116 shares | **1,154,734** | # |

** Permitted party-in-interest investment.*
*# Balance did not represent 5% or more of Plan's net assets on the respective date.*

4. **Investments** (continued):

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated in value as follows:

| | |
|---|---|
| Mutual Funds: | |
| Mid/Large | **$1,538,667** |
| Small-Cap | **83,225** |
| Fixed Income | **57,101** |
| International and Global Equity | **114,314** |
| Fidelity Brokeragelink: | |
| Self directed brokerage accounts | **1,149** |
| | **$1,794,456** |

5. **Plan termination:**

Although it has not expressed any intent to do so, the Company may at any time terminate the Plan and discontinue all contributions, subject to the applicable provisions of ERISA. In the event the Plan is terminated, all participants shall become fully vested in their account balances.

6. **Exempt party-in-interest transactions:**

The following Plan investments are managed by the Plan Trustee, and qualify as party-in-interest transactions:

| | 2012 | |
|---|---|---|
| | **Fair Value** | **Net Investment Income (Loss)** |
| Fidelity Retirement Money Market Portfolio | **$2,572,588** | **$ 5,159** |
| Fidelity Fund | **2,360,086** | **351,163** |
| Fidelity Freedom 2020 Fund | **1,445,697** | **155,878** |
| Fidelity Growth Discovery Fund | **1,154,734** | **147,462** |
| Spartan 500 Index Fund – Adv. Class | **1,065,860** | **60,441** |
| Fidelity Government Income Fund | **862,939** | **19,329** |
| Fidelity Freedom 2025 Fund | **320,579** | **28,882** |
| Fidelity Freedom 2030 Fund | **312,992** | **37,209** |
| Fidelity Freedom 2040 Fund | **275,027** | **30,312** |
| Fidelity Brokeragelink | **263,790** | **1,149** |
| Fidelity Freedom 2015 Fund | **185,343** | **12,900** |
| Fidelity Freedom 2010 Fund | **172,470** | **18,782** |
| Fidelity Leveraged Company Stock Fund | **156,861** | **31,350** |
| Fidelity Freedom 2045 Fund | **147,254** | **17,773** |
| Fidelity Freedom 2035 Fund | **142,615** | **17,436** |
| Fidelity Freedom 2050 Fund | **120,335** | **11,243** |

6. **Exempt party-in-interest transactions** (continued):

| | 2012 | |
|---|---|---|
| | Fair Value | Net Investment Income (Loss) |
| Spartan Extended Market Index Fund – Adv. Class | 85,264 | 3,680 |
| Spartan International Index Fund – Adv. Class | 72,358 | 5,975 |
| Fidelity Freedom 2000 Fund | 15,017 | 2,261 |
| Fidelity Freedom Income Fund | 13,899 | 831 |
| Fidelity High Income Fund | 2,598 | ( 134) |
| Fidelity Freedom 2005 Fund | 2,457 | 1,036 |
| Fidelity Freedom 2055 Fund | 745 | 14 |
| Spartan 500 Index Fund – Inv. Class | - | 72,323 |
| Spartan International Index Fund – Inv. Class | - | 7,711 |
| Spartan Extended Market Index Fund – Inv. Class | - | 8,879 |
| | $11,751,508 | $1,049,044 |

These transactions are not prohibited because they are covered by exemptions in the Department of Labor and ERISA's rules on prohibited transactions. The Company performs administrative duties with respect to the Plan at no cost to the Plan.

7. **Information certified by the trustee and custodian:**

The Plan administrator has elected the method of compliance permitted by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company has certified to the Plan administrator the following information as complete and accurate, which has been relied upon by the plan administrator in the preparation of the Plan's financial statements and related supplemental schedules in compliance with ERISA:

- The cost and fair value of investments, in the aggregate and by fund, at December 31, 2012 and 2011;
- The amount of dividend and interest income received by the Plan during the year ended December 31, 2012;
- The amount of net appreciation (depreciation) in the fair value of investments, individually and in the aggregate, during the year ended December 31, 2012;
- All purchases and sales of investments, including the gain or loss on sales, during the years ended December 31, 2012 and 2011;
- The investment information provided on the supplemental schedule of assets held at end of year.

8. **Federal income taxes:**

The Plan sponsor adopted a non-standardized prototype plan of the Plan recordkeeper which received an Internal Revenue Service opinion letter dated March 31, 2008. The Plan has been amended since this date. However, the Plan sponsor believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Management evaluated the Plan's tax positions and has concluded that as of December 31, 2012 the Plan had not taken any uncertain tax positions that require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

9. **Subsequent event:**

Plan management has evaluated subsequent events through September 4, 2013, the date which the financial statements were available for issue.

# SENTINEL 401(K) SAVINGS PLAN
## SCHEDULE H, LINE 4(i)
## SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 13-2957368
Plan No. 150

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment Including Maturing Date, Rate of interest, collateral, and par or maturity value | (e) Current Value |
|---|---|---|---|
| | Columbia Mid Cap Value Fund-Class Z | Registered Investment Company, 240,463 shares | $3,563,667 |
| * | Fidelity Retirement Money Market Portfolio | Registered Investment Company, 2,572,588 shares | 2,572,588 |
| | PIMCO Total Return Fund-Administrative Class | Registered Investment Company, 224,904 shares | 2,527,918 |
| * | Fidelity Fund | Registered Investment Company, 65,906 shares | 2,360,086 |
| * | Fidelity Freedom 2020 Fund | Registered Investment Company, 101,027 shares | 1,445,697 |
| | Janus Overseas Fund Class S | Registered Investment Company, 36,442 shares | 1,240,110 |
| * | Fidelity Growth Discovery Fund | Registered Investment Company, 74,116 shares | 1,154,734 |
| * | Spartan 500 Index Fund – Advantage Class | Registered Investment Company, 21,110 shares | 1,065,860 |
| * | Fidelity Government Income Fund | Registered Investment Company, 81,563 shares | 862,939 |
| | Wells Fargo Advantage Small Cap Value Fund-Investor Class | Registered Investment Company, 24,317 shares | 785,194 |
| | American Century Real Estate Fund-investor Class | Registered Investment Company, 29,767 shares | 701,305 |
| | Janus Triton | Registered Investment Company, 35,363 shares | 637,236 |
| | MSIFT Mid Cap Growth Portfolio-Class P Shares | Registered Investment Company, 12,160 shares | 406,134 |
| * | Fidelity Freedom 2025 Fund | Registered Investment Company, 26,827 shares | 320,579 |
| * | Fidelity Freedom 2030 Fund | Registered Investment Company, 21,995 shares | 312,992 |
| * | Fidelity Freedom 2040 Fund | Registered Investment Company, 33,296 shares | 275,027 |
| | Allianz NFJ Small Cap Value Fund-Administrative Class | Registered Investment Company, 8,818 shares | 250,247 |
| * | Fidelity Freedom 2015 Fund | Registered Investment Company, 15,694 shares | 185,343 |
| * | Fidelity Freedom 2010 Fund | Registered Investment Company, 12,215 shares | 172,470 |
| * | Fidelity Leveraged Company Stock Fund | Registered Investment Company, 4,868 shares | 156,861 |
| | Allianz NFJ Dividend Value Fund-Administrative Class | Registered Investment Company, 12,175 shares | 155,469 |
| * | Fidelity Freedom 2045 Fund | Registered Investment Company, 15,057 shares | 147,254 |
| * | Fidelity Freedom 2035 Fund | Registered Investment Company, 12,055 shares | 142,615 |
| * | Fidelity Freedom 2050 Fund | Registered Investment Company, 12,483 shares | 120,335 |
| * | Spartan Extended Market Index Fund – Advantage Class | Registered Investment Company, 2,136 shares | 85,264 |
| * | Spartan International Index Fund – Advantage Class | Registered Investment Company, 2,111 shares | 72,358 |
| * | Fidelity Freedom 2000 Fund | Registered Investment Company, 1,214 shares | 15,017 |
| * | Fidelity Freedom Income Fund | Registered Investment Company, 1,187 shares | 13,899 |
| * | Fidelity High Income Fund | Registered Investment Company, 278 shares | 2,598 |
| * | Fidelity Freedom 2005 Fund | Registered Investment Company, 219 shares | 2,457 |
| * | Fidelity Freedom 2055 | Registered Investment Company, 75 shares | 745 |
| * | Fidelity Brokeragelink | Self-directed Brokerage Account, 263,790 units | 263,790 |
| | Notes receivable from participants | Maturing at various dates through August 2020 bearing interest of 4.25% to 6.00% | 623,073 |
| | **Total investments and notes receivable from participants (held at end of year)** | | **$22,641,861** |

* *Indicates a party-in-interest to the Plan*

*Note: Investments are participant directed, therefore, cost information (column d) is not required.*