# 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
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/2004

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

GUTHRIE & HUEBNER COMPANY, INC.

PO BOX 200350
SAN ANTONIO, TX 78220

5797 DIETRICH RD
SAN ANTONIO, TX 78219

**2b** Employer Identification Number (EIN) 20-0152733

**2c** Sponsor's telephone number 210-661-4251

**2d** Business code (see instructions) 237990

**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. | 09/27/2013 | SHARON HALEY |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

SHARON HALEY

**3b** Administrator's EIN 20-3182321

**3c** Administrator's telephone number 210-661-4251

**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** | 2331 |
| **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** | 1737 |
| **b** | Retired or separated participants receiving benefits | **6b** | 98 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 442 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 2277 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 10 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 2287 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 2245 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 163 |
| **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:
2P 2Q 3H 3I

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

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

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **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
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

**D** Employer Identification Number (EIN)
20-0152733

## Part I Service Provider Information (see instructions)

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

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

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

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

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

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

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

MORGAN STANLEY SMITH BARNEY LLC

755 EAST MULBERRY, SUITE 300
SAN ANTONIO, TX 78212

26-4310632

| (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? |
|---|---|---|---|---|---|---|
| 19 49 99 50 27 72 33 71 | NONE | 29894 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE 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
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

**D** Employer Identification Number (EIN)
20-0152733

## 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 | 230886 | 220147 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 610000 | 1450000 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 2080752 | 106597 |
| **(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) | | |
| **(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) | 2178142 | 2377150 |
| **(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) | 33984439 | 41626804 |
| **(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 | 39084219 | 45780698 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | 7984996 | 7371757 |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 7984996 | 7371757 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 31099223 | 38408941 |

## 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) | 1450000 | |
| **(B)** Participants | 2a(1)(B) | | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1450000 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 289 | |
| **(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) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 289 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | 465404 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 556 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 465960 |
| **(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) | 6193971 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 6193971 |

| | | (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) | | 199008 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 8309228 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 703967 | |
| (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) | | 703967 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | 290853 |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 4690 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 4690 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 999510 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 7309718 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: RINALDO J. GONZALEZ, CPA, PC **(2)** EIN: 74-2433094

**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 | | 3000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

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

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

**A** Name of plan
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

**D** Employer Identification Number (EIN)
20-0152733

## Part I Distributions

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

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

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

EIN(s): 58-1428634

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

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

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN

## Audited Financial Statements

*December 31, 2012 and 2011*

Audited by:
Rinaldo J. Gonzalez
A Professional Corporation
Certified Public Accountant

P. O. Box 200350
5797 Dietrich Road
San Antonio, Texas 78220-0350
Ph. (210) 661-4251
Fax (210) 661-6060

**Guthrie & Huebner Company, Inc.**
**Employee Stock Ownership Plan**

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# RINALDO J. GONZALEZ

A Professional Corporation
CERTIFIED PUBLIC ACCOUNTANT


## INDEPENDENT AUDITORS' REPORT

To the Trustees of
Guthrie & Huebner Company, Inc.
Employee Stock Ownership Plan

### *Report on the Financial Statements*

We have audited the accompanying statements of net assets available for benefits of Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Plan's 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 consolidated 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### *Supplementary Information*

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule referred to as "Schedule 1" is presented for the purpose of


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additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is responsibility of the Plan's management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



San Antonio, Texas
August 16, 2013

# Guthrie & Huebner Company, Inc.
# Employee Stock Ownership Plan

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

### December 31, 2012 and 2011

| | 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| | Allocated | Non-Allocated | Total | Allocated | Non-Allocated | Total |
| **Assets** | | | | | | |
| Cash and cash equivalents | $ 326,744 | - | 326,744 | $ 2,311,638 | - | 2,311,638 |
| Investments, at fair market value: | | | | | | |
| Sponsor company common stock | 31,394,586 | 10,232,218 | 41,626,804 | 24,127,385 | 9,857,054 | 33,984,439 |
| Other investments | 2,377,150 | - | 2,377,150 | 2,178,142 | - | 2,178,142 |
| Accounts receivable | | | | | | |
| Sponsor company | 1,450,000 | - | 1,450,000 | 610,000 | - | 610,000 |
| **Total Assets** | **35,548,480** | **10,232,218** | **45,780,698** | **29,227,165** | **9,857,054** | **39,084,219** |
| **Liabilities** | | | | | | |
| Notes payable | - | 7,371,757 | 7,371,757 | - | 7,984,996 | 7,984,996 |
| **Net Assets Available for Plan Benefits** | **$35,548,480** | **2,860,461** | **38,408,941** | **$29,227,165** | **1,872,058** | **31,099,223** |

*See accompanying notes to audited financial statements.*

# Guthrie & Huebner Company, Inc.
# Employee Stock Ownership Plan

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

### YEARS ENDED
### December 31, 2012 and 2011

| | 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| | Allocated | Non-Allocated | Total | Allocated | Non-Allocated | Total |
| **Additions to Net Assets** | | | | | | |
| Employer contributions | $ 1,450,000 | - | 1,450,000 | $ 610,000 | - | 610,000 |
| Distributions from Sponsor Company | (2,361,124) | 2,826,528 | 465,404 | 276,396 | 1,831,105 | 2,107,501 |
| Net unrealized appreciation in market value of sponsor company stock | 4,185,945 | 2,008,026 | 6,193,971 | 1,074,499 | 977,417 | 2,051,916 |
| Other Investment income (Loss) | 199,853 | - | 199,853 | (11,389) | - | (11,389) |
| Allocation of shares of common stock of sponsor company, at market value | 3,555,298 | - | 3,555,298 | 2,681,719 | - | 2,681,719 |
| **Total Additions to Net Assets** | **7,029,972** | **4,834,554** | **11,864,526** | **4,631,225** | **2,808,522** | **7,439,747** |
| **Deductions from Net Assets** | | | | | | |
| Distributions to eligible participants | 708,657 | - | 708,657 | 310,028 | - | 310,028 |
| Interest expense | - | 290,853 | 290,853 | - | 337,926 | 337,926 |
| Allocation of shares of common stock of sponsor company, at market value | - | 3,555,298 | 3,555,298 | - | 2,681,719 | - 2,681,719 |
| **Total Deductions from Net Assets** | **708,657** | **3,846,151** | **4,554,808** | **310,028** | **3,019,645** | **3,329,673** |
| **Net Increase** | **6,321,315** | **988,403** | **7,309,718** | **4,321,197** | **(211,123)** | **4,110,074** |
| Net Assets Available for Benefits Beginning of Year | 29,227,165 | 1,872,058 | 31,099,223 | 24,905,968 | 2,083,181 | 26,989,149 |
| **End of Year** | **$35,548,480** | **2,860,461** | **38,408,941** | **$29,227,165** | **1,872,058** | **31,099,223** |

*See accompanying notes to audited financial statements.*

## 1. PLAN DESCRIPTION

The following brief description of the Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for complete information.

Guthrie & Huebner Company, Inc., an S corporation, (Company) established the Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan effective as of January 1, 2004. As of January 1, 2005, the Plan was amended and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP), and is designed to comply with section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an ESOP Administration Committee appointed by the Company's Board of Directors and a third party administrator. The Plan's trustees are Kenneth R. Huebner, Milton D. Huebner, and Richard D. Swartout.

The Plan has purchased Company common shares from various stockholders for cash or by issuing non-guaranteed notes payable (Note 6) to the stockholders, and holds the stock in a trust established under the Plan. Notes are to be repaid over a period not to exceed ten years. The Plan makes quarterly payments of principal and interest. At the end of the year, an appropriate percentage of stock is allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The notes payable are secured by the unallocated shares of stock and are not guaranteed by the Company. The lender has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan for the years ended December 31, 2012 and 2011 present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated stock (Allocated) and
(b) stock not yet allocated to employees (Unallocated).

Eligibility

Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan if they are in an eligible class of employees after one year of service providing they worked at least 1,000 hours during such plan year. Employees who do not have at least 1,000 hours of service during such plan year are generally not eligible for an allocation of Company contributions for such year.

Payment of Benefits

No distribution from the Plan will be made until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or otherwise terminates employment with the Company and its participating subsidiaries. Distributions are made in accordance with Article 7 of the Plan Agreement.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. The company will repurchase shares at prices determined from an independent appraisal.

(continued)

## 1. PLAN DESCRIPTION (continued)

Voting Rights
The Trustees of the Plan will vote all Company Stock held by the Plan in accordance with Article 8 of the Plan Agreement.

Termination
The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code. Upon termination of the Plan, all amounts credited to a participant's account becomes 100% vested.

Participant Accounts
The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's stock released by the Trustees from the unallocated account and forfeitures of terminated participants' non vested accounts. Only those participants who are eligible employees of the Company will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation.

Vesting
If a participant's employment with the Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Company in accordance with the Plan Agreement.

Put Option
Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock as determined by an independent valuation. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification
Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock to investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution.

Participant Accounts and Forfeitures
Employer contributions and Plan forfeitures are allocated to each participant's account based upon the relation of the participant's compensation to total compensation for the Plan year. Forfeitures of terminated non vested account balances allocated to remaining participants amounted to $627,826 and $581,522 at December 31, 2012 and 2011, respectively. Plan earnings are allocated to each participants' account based on the ratio of the participant's beginning of the year account balance to all participant's beginning of the year account balances.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan are prepared using the accrual method of accounting and current accounting pronouncements applicable to employee benefit plans.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles 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
The common shares of the Company are valued at fair value as determined by an annual independent appraisal. Other investments are valued at quoted market prices.

Operating Expenses
All expenses of maintaining the Plan are paid by the Company.

Distributions from Sponsor Company
Cash distributions from the Sponsor Company are reported as Additions to Net Assets in the Statements of Changes in Net Assets available for Benefits.

## 3. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 7, 2013, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code.

## 4. ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of the Company's common shares, are held by the Trustees of the Plan.

Employer contributions are held and managed by the Trustees, which invest cash received and makes distributions to participants. The Trustees also administer the payment of interest and principal of the note payable, which is reimbursed to the Trustees through contributions as determined by the Company.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan.

## 5. INVESTMENTS

The Plan's investments in the Company's common shares at December 31, 2012 and 2011, are as follows:

| | 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| | Allocated | Non-Allocated | Total | Allocated | Non-Allocated | Total |
| Number of Shares | 11,015,644 | 3,590,252 | 14,605,896 | 9,768,172 | 3,990,710 | 13,758,882 |
| Cost | $ 15,045,169 | 7,135,483 | 22,180,651 | $12,811,287 | 7,920,971 | 20,732,258 |
| Market | $ 31,394,586 | 10,232,218 | 41,626,804 | $24,127,385 | 9,857,054 | 33,984,439 |

The Plan's other investments at December 31, 2012 and 2011, are as follows:

| | 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| | Allocated | Non-Allocated | Total | Allocated | Non-Allocated | Total |
| Cash Equivalents | $ 97,585 | - | 97,585 | $ 47,267 | - | 47,267 |
| Fixed Income Securities | 604,572 | - | 604,572 | 444,999 | - | 444,999 |
| Equity Securities | 1,048,120 | - | 1,048,120 | 987,792 | - | 987,792 |
| Government Securities | 173,272 | - | 173,272 | 260,258 | - | 260,258 |
| Mutual Funds | 453,601 | - | 453,601 | 437,826 | - | 437,826 |
| Total | $ 2,377,150 | - | 2,377,150 | $ 2,178,142 | - | 2,178,142 |

## 6. NOTES PAYABLE

In 2008, 2010, and 2011, the Plan entered into several loan agreements with the ownership and management of the company for the purchase of their Company common stock. Unallocated shares secure the loans. The agreement provides for the loans to be repaid over one, three and ten years and bear interest at rates ranging from 2.40 to 4.45%. The scheduled amortization of the loans for the next five years and thereafter is as follows: 2013 - $1,343,622; 2014 - $1,104,875; 2015 - $1,073,858; 2016 - $1,073,858; 2017 - $1,073,858 and thereafter - ; $1,701,686.

## 7. EMPLOYER CONTRIBUTIONS

Company contributions to the Plan are discretionary as determined by the Company's board of directors.

## 8. FAIR VALUE MEASUREMENTS

The requirements of *Fair Value Measurements and Disclosures of the Accounting Standards Codification (ASC)* apply to all financial instruments and all nonfinancial assets and nonfinancial liabilities that are being measured and reported on a fair value basis. Fair value is defined as 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.

(continued)

## 8. FAIR VALUE MEASUREMENTS (continued)

ASC also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels:

Level 1 fair value measurements:
Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 fair value measurements:
Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 fair value measurements:
Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following table represents assets reported on the Statement of Net Assets Available for Benefits at their fair value as of December 31, 2012 by level within the ASC fair value measurement hierarchy:

| | Total Fair Value Measurement December 31, 2012 | Quoted Prices in Active Markets (Level 1) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|
| Sponsor Company Common Stock | $ 41,626,804 | - | 41,626,804 |
| Other Investments | $ 2,377,150 | 2,377,150 | - |

The following methods and assumptions were used to estimate the fair values of the assets in the table above.

Level 1 fair value measurements:
The other investments were valued at the selling price as of December 31, 2012 for comparable securities on the exchanges at which these securities were traded.

Level 3 fair value measurements:
The fair market value for sponsor company common stock is based on an independent appraisal of the fair value of Guthrie & Huebner Company, Inc. common stock as of December 31, 2012.

The valuation technique was a blended valuation process using three basic approaches to value: the income approach, the market approach, and the cost approach.

The income approach measures the value of stock as the present value of its future economic benefits.

The market approach measures the value of stock through analysis of recent sales or offerings of guideline companies.

## 8. FAIR VALUE MEASUREMENTS (continued)

The cost approach measures the value of an asset by the cost to reconstruct or replace it with another or like utility.

The changes in level 3 fair value measurements are due to:

| | | |
|---|---|---|
| Net unrealized appreciation market value of Sponsor Company Common Stock | $ | 6,193,971 |
| Acquisition of shares of Sponsor Company Common Stock | | 1,448,394 |
| Change in Level 3 inputs | $ | 7,642,365 |

## 9. RECONCILATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500.

| | | |
|---|---|---|
| Net Assets Available for benefits per the financial statements | $ | 38,408,941 |
| No Reconciling Items | | - |
| Net assets available for benefits per the Form 5500 | $ | 38,408,941 |

## 10. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 16, 2013, which is the date the financial statements were available to be issued.

## ASSETS HELD FOR INVESTMENT

Form 5500, Schedule H, Part IV, Question (4i)
EIN: 20-0152733 Plan: 002

| | 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| Description | Shares | Cost | Market Value | Shares | Cost | Market Value |
| **Guthrie & Huebner Company, Inc.** | | | | | | |
| Common Stock | 14,605,896 | $ 22,180,651 | $ 41,626,804 | 13,758,882 | $ 20,732,258 | $ 33,984,439 |
| **Other Investments** | | | | | | |
| Money Market | N/A | $ - | $ 3,003 | N/A | $ - | $ 2,714 |
| Mutual Funds | N/A | 2,200,000 | 2,377,150 | N/A | 2,200,000 | 2,178,142 |
| Total Other Investments | | $ 2,200,000 | $ 2,380,153 | | $ 2,200,000 | $ 2,180,856 |

**Schedule C, Line 2h**
**Formula Description**

Name of Plan:

► GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Employer Identification Number:► 20-0152733

For plan year (beginning/ending):► 01/01/2012 - 12/31/2012 Plan number:► 002

**Summary of Potentially Eligible Indirect Compensation**

| DOL CODE(S) | DOL CODE DESCRIPTION(S) | FEE DESCRIPTION | SOURCE NAME | SOURCE EIN | AMOUNT ($) | METHODOLOGY/FORMULA |
|---|---|---|---|---|---|---|
| 15, 64 | Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees | Recordkeeping Servicing Fee(s) | HATTERAS FUNDS HATTERAS ALPHA HEDGED STRAT | Not Available | - | Annual rate of $21.00 per position calculated quarterly (during CDSC period) or $18.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged in the month a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only). |
| 15, 64 | Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees | Recordkeeping Servicing Fee(s) | FORWARD EMERALD FUNDS FORWARD TACTICAL GROWTH M | Not Available | - | Annual rate of $11.00 per position calculated quarterly (applicable to non-advisory accounts only). Annual rate of 0.05% of average daily assets (applicable to Fund Solution retirement accounts only). |
| 15, 64 | Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees | Recordkeeping Servicing Fee(s) | VIRTUS VIRTUS INSIGHT EMERG MKTS I | Not Available | - | Annual rate of $21.00 per position calculated quarterly (during CDSC period) or $18.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged in the month a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only). |
| 15, 64 | Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees | Recordkeeping Servicing Fee(s) | FORWARD EMERALD FUNDS FORWARD TACTICAL GROWTH M | Not Available | - | Annual rate of $21.00 per position calculated quarterly (during CDSC period) or $18.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged in the month a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only). |
| 33, 49, 55 | Securities brokerage, Other services, Other commissions | BDP Income | Morgan Stanley Bank N.A. | 36-3707380 | - | Prior to February 15, 2012, 0.43% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. After and including February 15, 2012, 0.59% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. Advisory accounts within the plan are not eligible for the Bank Deposit Program (BDP). |

| Summary of Other Reportable Indirect Compensation | | | | | | |
|---|---|---|---|---|---|---|
| DOL CODE(S) | DOL CODE DESCRIPTION(S) | FEE DESCRIPTION | SOURCE NAME | SOURCE EIN | AMOUNT ($) | METHODOLOGY/FORMULA |
| 49, 99 | Other services, Other fees | Revenue Sharing [Mutual Funds] | HATTERAS FUNDS HATTERAS ALPHA HEDGED STRAT | Not Available | - | Annual rate of 0.483% of the average quarter-end assets invested by eligble Morgan Stanley clients in equity and fixed income funds in 2012 (applicable to non-advisory accounts only). |
| 49, 99 | Other services, Other fees | Revenue Sharing [Mutual Funds] | FORWARD EMERALD FUNDS FORWARD TACTICAL GROWTH M | Not Available | - | Annual rate of 0.046% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2012 (applicable to non-advisory accounts only). |
| 49, 99 | Other services, Other fees | Revenue Sharing [Mutual Funds] | VIRTUS VIRTUS INSIGHT EMERG MKTS I | Not Available | - | Annual rate of 0. 058% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2012 (applicable to non-advisory accounts only). |

## Schedule H, Line 4i
## Schedule of Assets (Held At End of Year)

Name of Plan:

► GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Employer Identification Number:► 20-0152733

For plan year (beginning/ending):► 01/01/2012 - 12/31/2012 Plan number:► 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 |
|---|---|---|---|---|
| * | Guthrie & Huebner Company, Inc. | 14,605,896 Shares of Common Stock | 22,180,652 | 41,626,804 |
| | MorganStanley SmithBarney | Money Market | 3,003 | 3,003 |
| | MorganStanley SmithBarney | Mutual Funds | 2,244,084 | 2,377,150 |
| | | | | |
| | | | | |
| | | | |