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
U.S. HOLDINGS, INC. ET AL 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1987

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

U.S. HOLDINGS, INC.

3200 WEST 84TH STREET
HIALEAH, FL 33018

2b Employer Identification Number (EIN)
59-0490595

2c Sponsor's telephone number
305-364-8240

2d Business code (see instructions)
331500

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.	09/30/2013	KINGSLEY G. BEWLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2013	DAVID BRUNSWICK
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	480
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**	469
b	Retired or separated participants receiving benefits	**6b**	8
c	Other retired or separated participants entitled to future benefits	**6c**	28
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	505
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	505
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	407
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	14
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:
2A 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

- **(1)** [X] 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)** [X] 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)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
U.S. HOLDINGS, INC. ET AL 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. HOLDINGS, INC.

D Employer Identification Number (EIN)
59-0490595

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INURANCE COMPANY USA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
01-0233346	65838	96200	417	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
17	0

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

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

THE PENSION STUDIO
209 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
17	0	OTHER ALLOWANCES	5

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	22863
5	Current value of plan's interest under this contract in separate accounts at year end	5	14154761

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	20		
	(4) Transferred from separate account	7c(4)	22886		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	22906
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	22906
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	43		
	▶ RIA INVESTMENT ADVISORY FEE				
	(5) Total deductions			7e(5)	43
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	22863

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
U.S. HOLDINGS, INC. ET AL 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
U.S. HOLDINGS, INC.	59-0490595	

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

JOHN HANCOCK USA

01-0233346

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

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

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)

UNITED CAPITAL FINANCIAL ADVISORS

500 NEWPORT BEACH CENTER DRIVE
NEWPORT BEACH, FL 92660

(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?
27 50	N/A	63421	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 68	N/A	1789	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

THE PENSION STUDIO

209 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

54-2154380

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	N/A	16459	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

THORSEN & CRUCET, PA

5787-B N.W.151 STREET
MIAMI LAKES, FL 33014

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	N/A	6739	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

a	Name:	**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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
U.S. HOLDINGS, INC. ET AL 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
U.S. HOLDINGS, INC.

D Employer Identification Number (EIN)
59-0490595

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2045

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1512

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2040

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	133898

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2035

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	2333

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2030

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	343263

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2025

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	49689

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2020

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	349163

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2015

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	6616

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2010

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14564

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2045

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 935

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2040

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2372

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2035

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5281

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2030

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1528

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2025

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32267

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2020

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42160

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT CHOICES AT 2015

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1190

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91676

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 417615

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 914045

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 335474

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1912747

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE G.I.F.L.

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 484877

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONS G.I.F.L.

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 416554

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR GOLD FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37971

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4349

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7043

a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13531

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24162

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO COMMODITY REAL RETURN

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29832

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16951

a Name of MTIA, CCT, PSA, or 103-12 IE: KEELEY SMALL CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7462

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MID GROWTH INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14299

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19374

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2657

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8817

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5181

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 882525

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALLCAP WORLD FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1787

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4827

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 459695

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK INTL GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6207

a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1024

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11854

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1655

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26783

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2384

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1064

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44247

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	23221
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4750
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	444612
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	40511
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13974
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD GROWTH & INCOME			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2451
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1103
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	32
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK RAINIER GROW			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	26737
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	22062

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW PERSPECTIVE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2651

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON MID GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27521

a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10095

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26471

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1071456

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1843

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1764

a Name of MTIA, CCT, PSA, or 103-12 IE: MASS INVESTORS FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29020

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19514

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23878

a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1031632

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK BASIC VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1174

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 984902

a Name of MTIA, CCT, PSA, or 103-12 IE: FT FOUNDING ALLOCATION

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77

a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22

a Name of MTIA, CCT, PSA, or 103-12 IE: PARNASSUS EQUITY INCOME

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24564

a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1169

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY ASSET STRATEGY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24517

a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2396
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 836
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44435
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20949
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE FUNDAMENTAL HOLDINGS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22
a Name of MTIA, CCT, PSA, or 103-12 IE: MANAGERS AMG FQ GLOBAL ALT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23295
a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50297
a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. HIGH YIELD BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98
a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED HIGH YIELD BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98
a Name of MTIA, CCT, PSA, or 103-12 IE: FLOATING RATE INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20019

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL RETURN BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34258

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL BOND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63451

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INFLATION-PROTECTED SEC

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3325

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 576

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22865

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26154

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79311

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT QUAL BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70280

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82393

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97

a Name of MTIA, CCT, PSA, or 103-12 IE: US GOVERNMENT SECURITIES

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 858

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1046988

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1504168

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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
U.S. HOLDINGS, INC. ET AL 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. HOLDINGS, INC.

D Employer Identification Number (EIN)
59-0490595

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)		
(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)		
(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)	886357	922588
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	12944799	14177624
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	13831156	15100212
	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	13831156	15100212

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)	229812	
	(B) Participants	2a(1)(B)	888834	
	(C) Others (including rollovers)	2a(1)(C)	20677	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1139323
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)	40830	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		40830
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(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)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(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)		1405605
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2585758
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1247744	
(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)		1247744
f Corrective distributions (see instructions)	2f		7397
g Certain deemed distributions of participant loans (see instructions)	2g		2919
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	11359	
(3) Investment advisory and management fees	2i(3)	46111	
(4) Other	2i(4)	1172	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		58642
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1316702
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1269056
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: THORSEN AND CRUCET, P.A. **(2)** EIN: 59-1676206

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			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
U.S. HOLDINGS, INC. ET AL 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. HOLDINGS, INC.

D Employer Identification Number (EIN)
59-0490595

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): 01-0233346

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):

U.S. HOLDINGS, INC., ET AL, 401(k) PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012
AND FOR THE FIVE MONTHS ENDED DECEMBER 31, 2011

AND INDEPENDENT AUDITOR'S REPORT

THORSEN AND CRUCET, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Trustees of
U.S. Holdings, Inc. et al, 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of U.S. Holdings, Inc. et al, 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and the five months ended December 31, 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012 and the five months ended December 31, 2011, 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 any audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by John Hancock Life Insurance Company (USA), the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that John Hancock Life Insurance Company (USA) holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from John Hancock Life Insurance Company (USA), the custodian of the Plan, as of and for the years ended December 31, 2012 and for the short year ended December 31, 2011, that the information provided to the plan administrator by the custodian of the Plan's assets 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held at End of Year as of and for the year ended December 31, 2012 and for the five months ended December 31, 2011, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules 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 supplemental schedules, other than that derived from the information certified by the custodian of the Plan, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Thorsen and Crucet P.A.

THORSEN AND CRUCET, P.A.
Miami Lakes, Florida

September 26, 2013

U.S.HOLDINGS, INC., ET AL 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012 AND FIVE MONTHS ENDED DECEMBER 31, 2011

	12/31/2012	Five Months Ended 12/31/2011
ASSETS :		
Investments (at fair value)	$ 14,177,624	$ 12,944,799
Notes receivable from participants	922,588	886,357
Total Assets	15,100,212	13,831,156
LIABILITIES :	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 15,100,212	$ 13,831,156

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

U.S.HOLDINGS, INC., ET AL 401 (k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012 AND FIVE MONTHS ENDED DECEMBER 31, 2011

	12/31/2012	Five Months Ended 12/31/2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income :		
Net appreciation (depreciation) in fair value of investments	$ 1,405,605	$ (514,584)
Interest income on notes receivable from participants	40,830	18,086
	1,446,435	(496,498)
Contributions:		
Employer's	229,798	39,000
Participants'	909,511	333,790
	1,139,309	372,790
Total Additions	2,585,744	(123,708)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants and beneficiaries	1,258,046	368,372
Administrative expenses	58,642	22,670
Total Deductions	1,316,688	391,042
Net Increase (Decrease)	1,269,056	(514,750)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	13,831,156	14,345,906
End of Year	$ 15,100,212	$ 13,831,156

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

NOTE 1. DESCRIPTION OF PLAN

The following description of the U.S. Holdings, Inc., et al, 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. GENERAL

The purpose of the Plan is to provide retirement, disability and death benefits for the eligible employees and their beneficiaries. The Plan is a defined contribution plan covering employees over the age of eighteen years who become participants in the Plan on the first entry date immediately following one year of service. The Plan has a calendar year end. The entry dates are the first day of each plan year quarter (January 1, April 1, July 1 and October 1). Employees can start making salary deferrals after being employed for three consecutive months and completing at least one hour of service during that period of time. As of August 1, 1998, the Plan was amended to provide eligible employees tax-deferred salary reductions as allowed under Section 401(k) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. CONTRIBUTIONS

Each year, participants may contribute from 2% to 15% of their eligible pretax compensation to the Plan, limited to a maximum annual amount as set periodically by the Internal Revenue Service. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts (PSA) and guaranteed investment contracts (GIC) as investment options for participants.

During the year ended December 31, 2012, U.S. Precast Corporation (USP) executed a joint venture agreement with Florida Rock and Sand Prestress Precast Co., Inc. (FRS) and as a result United Concrete Products, LLC (UCP, LLC) was formed. Employees at UCP and FRS were transferred to UCP, LLC and eligibility and vesting was grandfathered in based on employment history. Also during the year, a new wholly-owned subsidiary Eagle Metal Processing & Recycling, Inc. was formed. These two new entities became new employers of the plan during the year.

The employers, U.S. Holdings, Inc., United States Foundry & Manufacturing Corporation, U.S.F. Fabrication, Inc., U.S. Precast Corporation, United Concrete Products, LLC, Eagle Metals Processing & Recycling, Inc. and Florida Lift Stations Corporation, at their discretion, match a certain percentage of the employee's salary deferrals to the Plan. For the year ended December 31, 2012 and the five months ended December 31, 2011, the employer match equaled 15%. The amount of employee salary deferral eligible for matching may not exceed 6% of the employee's salary.

NOTE 1. DESCRIPTION OF PLAN - (Continued)

B. CONTRIBUTIONS – (Continued)

In addition, the employers make discretionary contributions to the Plan in amounts as are determined by their Board of Directors. All employers' contributions vest according to a six-year vesting schedule. Employee salary deferrals are 100% vested immediately.

During the year ended December 31, 2012 and the five months ended December 31, 2011, employer contributions aggregated $229,798 and $39,000, respectively. Such contributions and any income derived there from are for the exclusive benefit of their employees and their beneficiaries and cannot be used for, or diverted to, any other purpose.

Employee contributions for the year ended December 31, 2012 and the five months ended December 31, 2011 amounted to $909,511 and $333,790, respectively.

C. PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocation of (a) the employer's contribution (profit sharing and employer's match), (b) Plan earnings (losses), less certain administrative expenses and (c) forfeitures of terminated participants' non-vested accounts net of other administrative expenses. Allocations are based on a point system as described in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. VESTING

Participants in the Plan become entitled to their respective account balances upon their death, disability, retirement, or termination of employment. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the employer's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based upon 1,000 hours of service within a plan year on behalf of their employer and according to the following schedule:

Full Years of Service	Vesting Percent
Less than 2	NONE
2	20
3	40
4	60
5	80
6 or More	100

NOTE 1. DESCRIPTION OF PLAN - (Continued)

E. PARTICIPANTS' LOANS

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes fund. Loan repayment terms cannot exceed 5 years, unless the loan qualifies as a residential loan. The maximum term for repayment of a residential loan is 15 years. The loans are secured by the balance in the participant's account and bear interest at a rate of 1 percent above the prime interest rate as published in the Wall Street Journal. Principal and interest is paid ratably through weekly payroll deductions.

F. PAYMENT OF BENEFITS

Upon an employee's death, disability, retirement, or termination of employment, the Plan's Administrative Committee makes distributions of the benefits payable to the participant in accordance with the summary plan description. During the year ended December 31, 2012 and the five months ended December 31, 2011, payments to participants or beneficiaries amounted to $1,258,046 and $368,372, respectively.

G. FORFEITED ACCOUNTS

During the year ended December 31, 2012 and the five months ended December 31, 2011, $10,757 and $20,700, respectively, of these accounts were used to reduce employer contributions and pay plan expenses.

H. TRUSTEES OF THE PLAN

The trustees of the Plan are certain members of senior management of the Plan's sponsor.

I. TAX STATUS

Effective August 1, 2011 the Plan adopted a Volume Submitter Profit Sharing 401(k) Plan Document sponsored by The Pension Studio that obtained its latest determination letter on March 31, 2008, In which the Internal Revenue Service ("IRS") stated that the Prototype Document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 1. DESCRIPTION OF PLAN - (Continued)

J. PLAN TERMINATION

The Plan may be amended or discontinued by the employer at any time, subject to the provisions of ERISA. No amendment may deprive a participant of his or her vested benefits. On termination of the Plan, the accounts of all participants become fully vested. If the Plan is terminated, the accounts are paid out in accordance with the Plan distribution rules. The employer of the Plan has not expressed any intention to terminate the Plan.

L. RISKS AND UNCERTAINTIES

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

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through September 26, 2013, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Notes Receivable from Participants

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

NOTE 2. SUMMARY OF ACCOUNTING POLICIES - (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3.

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

Payment of Benefits

Benefits are recorded when paid.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. No Level 1 inputs were available to the Plan.

Level 2 Fair Value Measurements

Pooled separate accounts are stated at fair value as determined by observable Level 1 quoted pricing inputs or by quoted prices for similar assets in active or non-active markets. While some pooled separate accounts may have publicly quoted pricing inputs (Level 1), the account values of separate accounts are not publicly quoted and are therefore classified as Level 2 investments.

NOTE 3. FAIR VALUE MEASUREMENTS - Continued

Level 3 Fair Value Measurements

Participant loans are not actively traded and significant other observable inputs are not available. The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

		Fair Value Measurements Using:	
Year Ended December 31, 2012	Fair Value	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Value of Interest in Pooled Separate Accounts (PSA)	$14,177,624	$14,177,624	$ -
Participant loans	922,588	-	922,588
Total assets measured at fair value	$15,100,212	$14,177,624	$ 922,588
Five Months Ended December 31, 2011			
Value of Interest in Pooled Separate Accounts (PSA)	$12,944,799	$12,944,799	$ -
Participant loans	886,357	-	886,357
Total assets measured at fair value	$13,831,156	$12,944,799	$ 886,357

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans
Year Ended December 31, 2012	
Beginning balance	$ 886,357
Issuances and settlements (net)	36,231
Ending Balance	$ 922,588
Five Months Ended December 31, 2011	
Beginning balance	$ 884,179
Issuances and settlements (net)	2,178
Ending Balance	$ 886,357

NOTE 4. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	12/31/12	Five Months Ended 12/31/11
Pooled Separate Accounts		
Lifestyle Balanced	$ 914,045	$ -
Lifestyle Conservative	1,912,747	1,697,603
International Equity Index Fund	882,525	750,128
Growth Index Fund	1,071,456	982,637
Value Index Fund	1,031,632	986,825
500 Index Fund	984,902	932,367
Short-Term Federal	1,046,988	1,241,219
Money Market Fund	1,504,168	1,833,238
Participant Loans	922,588	886,357

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

	12/31/12	Five Months Ended 12/31/11
Pooled Separate Accounts	$ 1,405,605	$ (514,584)

NOTE 5. FINANCIAL DATA CERTIFIED BY JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)

The following information included in the financial statements and supplemental schedules is based on information supplied by the custodian of the Plan, John Hancock Life Insurance Company (U.S.A):

- Investments included in the statements of assets available for benefits as of December 31, 2012 and the five months ended December 31, 2011;
- Net appreciation (depreciation) in the fair value of investments and interest and dividend income included in the statement of changes of net assets available for benefits for the year ended December 31, 2012 and the five months ended December 31, 2011 and
- All information in the supplemental schedules, Schedule H, line 4i -- Schedule of Assets (Held at End of Year), as of December 31, 2012 and for the five months ended December 31, 2011.

John Hancock Life Insurance Company (USA) had certified that the information provided is complete and accurate.

NOTE 6. SUBSEQUENT EVENTS

A division of United States Foundry & Manufacturing Corporation located in Warrenton, Georgia was sold subsequent to year end. The Plan assets of this division are immaterial to the financial statements taken as a whole.

Subsequent events have been evaluated through September 26, 2013, which is the date the financial statements were available to be issued.

U.S.HOLDINGS, INC., ET AL 401(k) PLAN

EIN: 59-0490595

Plan Number : 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Cost of Assets	Current Value
	Retirement Living through 2045	Pooled Separate Account		1,512
	Retirement Living through 2040	Pooled Separate Account		133,898
	Retirement Living through 2035	Pooled Separate Account		2,333
	Retirement Living through 2030	Pooled Separate Account		343,263
	Retirement Living through 2025	Pooled Separate Account		49,689
	Retirement Living through 2020	Pooled Separate Account		349,163
	Retirement Living through 2015	Pooled Separate Account		6,616
	Retirement Living through 2010	Pooled Separate Account		14,564
	Retirement Choices at 2045	Pooled Separate Account		935
	Retirement Choices at 2040	Pooled Separate Account		2,372
	Retirement Choices at 2035	Pooled Separate Account		5,281
	Retirement Choices at 2030	Pooled Separate Account		1,528
	Retirement Choices at 2025	Pooled Separate Account		32,267
	Retirement Choices at 2020	Pooled Separate Account		42,160
	Retirement Choices at 2015	Pooled Separate Account		1,190
	Lifestyle Aggressive	Pooled Separate Account		91,676
	Lifestyle Growth	Pooled Separate Account		417,615
	Lifestyle Balanced	Pooled Separate Account		914,045
	Lifestyle Moderate	Pooled Separate Account		335,474
	Lifestyle Conservative	Pooled Separate Account		1,912,747
	Lifestyle Moderate G.I.F.L.	Pooled Separate Account		484,877
	Lifestyle Cons G.I.F.L.	Pooled Separate Account		416,554
	Fidelity Advisor Gold Fund	Pooled Separate Account		37,971
	Real Est. Securities Fund	Pooled Separate Account		4,349
	DFA Emerging Markets Value	Pooled Separate Account		7,043
	Royce Opportunity	Pooled Separate Account		13,531
	Oppenheimer Developing Mkt	Pooled Separate Account		24,162
	PIMCO Commodity Real Return	Pooled Separate Account		29,832
	Energy	Pooled Separate Account		16,951
	Keeley Small Cap Value	Pooled Separate Account		7,462
	SSgA Mid Growth Index Fund	Pooled Separate Account		14,299
	DFA US Targeted Value Fund	Pooled Separate Account		19,374
	T. Rowe Price Sci & Tech	Pooled Separate Account		2,657
	DFA U.S. Small Cap Fund	Pooled Separate Account		8,817
	Small Cap Growth Index	Pooled Separate Account		5,181
	Intl Equity Index Fund	Pooled Separate Account		882,525
	SMALLCAP World Fund	Pooled Separate Account		1,787
	Science & Technology Fund	Pooled Separate Account		4,827
	Small Cap Index Fund	Pooled Separate Account		459,695
	John Hancock Intl Growth	Pooled Separate Account		6,207
	Explorer	Pooled Separate Account		1,024
	Small Cap Growth Fund	Pooled Separate Account		11,854
	INV Small Cap Growth	Pooled Separate Account		1,655
	EuroPacific Growth Fund	Pooled Separate Account		26,783
	Franklin Small-Mid Growth	Pooled Separate Account		2,384
	Legg Mason Clearbr Agg Growth	Pooled Separate Account		1,064
	T. Rowe Price Health Sci	Pooled Separate Account		44,247
	Small Cap Value Fund	Pooled Separate Account		23,221
	Blue Chip Growth Fund	Pooled Separate Account		4,750
	Mid Cap Index Fund	Pooled Separate Account		444,612
	T. Rowe Price Sml Cap Val	Pooled Separate Account		40,511
	Oppenheimer Global	Pooled Separate Account		13,974
	Capital World Growth & Income	Pooled Separate Account		2,451
	Capital Appreciation Fund	Pooled Separate Account		1,103

(Continued)

U.S.HOLDINGS, INC., ET AL 401(k) PLAN

EIN: 59-0490595

Plan Number : 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Cost of Assets	Current Value
	Domini Social Equity	Pooled Separate Account		32
	John Hancock Rainier Growth	Pooled Separate Account		26,737
	JPM MidCap Value Fund	Pooled Separate Account		22,062
	New Perspective Fund	Pooled Separate Account		2,651
	PPU Jennison Mid Growth Fund	Pooled Separate Account		33
	Fundamental Investors	Pooled Separate Account		27,521
	Utilites Fund	Pooled Separate Account		10,095
	MFS Utilites	Pooled Separate Account		26,471
	Total Stock Market Index Fund	Pooled Separate Account		33
	Growth Index Fund	Pooled Separate Account		1,071,456
	The Growth Fund of America	Pooled Separate Account		1,843
	Fedelity ContraFund	Pooled Separate Account		1,764
	Mass Investors Fund	Pooled Separate Account		29,020
	Equity Income Fund	Pooled Separate Account		19,514
	T. Rowe Price Equity Inc.	Pooled Separate Account		23,878
	Value Index Fund	Pooled Separate Account		1,031,632
	BlackRock Basic Value	Pooled Separate Account		1,174
	500 Index Fund	Pooled Separate Account		984,902
	FT Founding Allocation	Pooled Separate Account		77
	Washington Mutual Investors	Pooled Separate Account		22
	Parnassus Equity Income	Pooled Separate Account		24,564
	U.S. Equity Fund	Pooled Separate Account		1,169
	Ivy Asset Strategy Fund	Pooled Separate Account		24,517
	Income Fund of America	Pooled Separate Account		2,396
	American Balanced Fund	Pooled Separate Account		836
	BlackRock Global Allocation	Pooled Separate Account		44,435
	Mutual Global Discovery	Pooled Separate Account		20,949
	Core Fundamental Holdings	Pooled Separate Account		22
	Managers AMG FQ Global Alt	Pooled Separate Account		23,295
	High Yield Fund	Pooled Separate Account		50,297
	U.S. High Yield Bond Fund	Pooled Separate Account		98
	Federated High Yield Bond	Pooled Separate Account		98
	Floating Rate Income Fund	Pooled Separate Account		20,019
	Global Bond Fund	Pooled Separate Account		97
	Real Return Bond Fund	Pooled Separate Account		34,258
	PIMCO Global Bond	Pooled Separate Account		97
	Oppenheimer Intl Bond	Pooled Separate Account		63,451
	DFA Inflation - Protected Sec	Pooled Separate Account		3,325
	PIMCO Real Return	Pooled Separate Account		576
	Templeton Global Bond Fund	Pooled Separate Account		22,865
	Capital World Bond Fund	Pooled Separate Account		26,154
	Strategic Income Opp Fund	Pooled Separate Account		76
	Active Bond Fund	Pooled Separate Account		79,311
	Investment Qual Bond Fund	Pooled Separate Account		70,280
	Core Bond Fund	Pooled Separate Account		97
	PIMCO Total Return	Pooled Separate Account		82,393
	Total Bond Market Fund	Pooled Separate Account		97
	US Government Securities	Pooled Separate Account		858
	Short-Term Federal	Pooled Separate Account		1,046,988
	Money Market Fund	Pooled Separate Account		1,504,168
	3 - Year Compond	Guaranteed Investment Contract		22,863
			-	14,177,624
	Participant Loans	Interest Rate Range: 4.25% - 9.00%	-	922,588

Note: Column (a) is blank as there were no parties-in-interest.

U.S.HOLDINGS, INC., ET AL 401(k) PLAN

EIN: 59-0490595

Plan Number : 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2011

(a)	(b) Identity of Issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of Assets	(e) Current Value
	Retirement Living at 2040	Pooled Separate Account		108,050
	Retirement Living at 2030	Pooled Separate Account		305,603
	Retirement Living at 2025	Pooled Separate Account		32,621
	Retirement Living at 2020	Pooled Separate Account		350,437
	Retirement Living at 2015	Pooled Separate Account		1,250
	Retirement Living at 2010	Pooled Separate Account		15,912
	Retirement Choices at 2025	Pooled Separate Account		30,832
	Retirement Choices at 2020	Pooled Separate Account		34,013
	Lifestyle Aggressive	Pooled Separate Account		54,234
	Lifestyle Growth	Pooled Separate Account		273,597
	Lifestyle Balanced	Pooled Separate Account		684,249
	Lifestyle Moderate	Pooled Separate Account		264,286
	Lifestyle Conservative	Pooled Separate Account		1,697,603
	Fidelity Advisor Gold Fund	Pooled Separate Account		50,265
	Real Est. Securities Fund	Pooled Separate Account		3,001
	Natural Resources Fund	Pooled Separate Account		55,434
	DFA Emerging Markets Value	Pooled Separate Account		30,005
	Royce Opportunity	Pooled Separate Account		7,729
	Oppenheimer Developing Mkt	Pooled Separate Account		78,779
	Energy	Pooled Separate Account		22,026
	Keeley Small Cap Value	Pooled Separate Account		5,487
	SSgA Mid Growth Index Fund	Pooled Separate Account		20,873
	DFA US Targeted Value Fund	Pooled Separate Account		15,502
	T. Rowe Price Sci & Tech	Pooled Separate Account		13,798
	DFA U.S. Small Cap Fund	Pooled Separate Account		6,626
	Small Cap Growth Index	Pooled Separate Account		10,051
	Intl Equity Index Fund	Pooled Separate Account		750,128
	SMALLCAP World Fund	Pooled Separate Account		9,423
	New World Fund	Pooled Separate Account		14,194
	Science & Technology Fund	Pooled Separate Account		4,324
	Small Cap Index Fund	Pooled Separate Account		388,165
	John Hancock Intl Growth	Pooled Separate Account		1,113
	Explorer	Pooled Separate Account		1,372
	Small Cap Growth Fund	Pooled Separate Account		9,178
	INV Small Cap Growth	Pooled Separate Account		1,373
	Oppenheimer Intl Growth Fund	Pooled Separate Account		190
	EuroPacific Growth Fund	Pooled Separate Account		21,044
	Franklin Small-Mid Growth	Pooled Separate Account		2,309
	Legg Mason Clearbr Agg Growth	Pooled Separate Account		1,378
	Brandywine Blue Fund	Pooled Separate Account		189
	T. Rowe Price Health Sci	Pooled Separate Account		33,213
	Small Cap Opportunities Fund	Pooled Separate Account		15,024
	Small Cap Value Fund	Pooled Separate Account		20,493
	Blue Chip Growth Fund	Pooled Separate Account		2,261
	Mid Cap Index Fund	Pooled Separate Account		382,132
	T. Rowe Price Sml Cap Val	Pooled Separate Account		48,491
	Oppenheimer Global	Pooled Separate Account		11,606
	Capital World Growth & Income	Pooled Separate Account		446
	Capital Appreciation Fund	Pooled Separate Account		1,381
	Domini Social Equity	Pooled Separate Account		1,380
	John Hancock Rainier Growth	Pooled Separate Account		20,085
	JPM MidCap Value Fund	Pooled Separate Account		18,589
	New Perspective Fund	Pooled Separate Account		1,212
	PPU Jennison Mid Growth Fund	Pooled Separate Account		1,375
	Fundamental Investors	Pooled Separate Account		21,912

(Continued)

U.S.HOLDINGS, INC., ET AL 401(k) PLAN

EIN: 59-0490595

Plan Number : 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2011

(a)	(b) Identity of Issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of Assets	(e) Current Value
	Utilites Fund	Pooled Separate Account		4,993
	MFS Utilites	Pooled Separate Account		12,867
	Total Stock Market Index Fund	Pooled Separate Account		1,380
	Growth Index Fund	Pooled Separate Account		982,637
	Mass Investors Fund	Pooled Separate Account		10,911
	Large Cap Fund	Pooled Separate Account		9,890
	Equity Income Fund	Pooled Separate Account		16,675
	T. Rowe Price Equity Inc.	Pooled Separate Account		26,931
	Value Index Fund	Pooled Separate Account		986,825
	500 Index Fund	Pooled Separate Account		932,367
	Washington Mutual Investors	Pooled Separate Account		922
	Parnassus Equity Income	Pooled Separate Account		19,790
	Ivy Asset Strategy Fund	Pooled Separate Account		126,168
	Income Fund America	Pooled Separate Account		43,715
	American Balanced Fund	Pooled Separate Account		1,131
	BlackRock Global Allocation	Pooled Separate Account		142,441
	PIMCO All Assets	Pooled Separate Account		40,822
	Mutual Global Discovery	Pooled Separate Account		17,799
	Core Fundamental Holdings	Pooled Separate Account		927
	Managers AMG FQ Global Alt	Pooled Separate Account		21,703
	High Yield Fund	Pooled Separate Account		84,147
	U.S. High Yield Bond Fund	Pooled Separate Account		20,591
	Federated High Yield Bond	Pooled Separate Account		4,001
	Global Bond Fund	Pooled Separate Account		3,790
	Real Return Bond Fund	Pooled Separate Account		117,889
	PIMCO Global Bond	Pooled Separate Account		3,788
	Oppenheimer Intl Bond	Pooled Separate Account		62,943
	DFA Inflation Protected Sec	Pooled Separate Account		4,177
	Capital World Bond Fund	Pooled Separate Account		28,403
	Active Bond Fund	Pooled Separate Account		62,047
	Investment Qual Bond Fund	Pooled Separate Account		69,118
	The Bond Fund of America	Pooled Separate Account		4,191
	PIMCO Total Return	Pooled Separate Account		19,743
	Total Bond Market Fund	Pooled Separate Account		4,191
	US Government Securities	Pooled Separate Account		24,186
	Short-Term Federal	Pooled Separate Account		1,241,219
	Money Market Fund	Pooled Separate Account		1,833,238
			-	12,944,799
	Participant Loans	4.25% - 9.25%	-	886,357

Note: Column (a) is blank as there were no parties-in-interest.

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
U.S. Holdings, Inc. et al 401(k) Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1987

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

3200 West 84th Street

Hialeah, FL 33018

2b Employer Identification Number (EIN)
59-0490595

2c Sponsor's telephone number
(305) 364-8240

2d Business code (see instructions)
331500

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	[signature]	9/30/2013	Kingsley G. Bewley, TRUSTEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	9/30/13	David Brunswick, EXEC V.P. + CFO
	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)

Attachment

From 5500 Schedule H, line 4i -- Schedule of Assets (Held at End of Year)

Name of Plan

U.S. Holdings, Inc. et. al. 401(k) Plan

Name of Plan Sponsor as shown on line 2a of Form 5500	Employer Identification Number (EIN):
U.S. Holdings, Inc.	**59-0490595**
Three-digit Plan Number (PN):	Plan Year End:
001	**12/31/2012**

(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
	Retirement Living through 2045	Pooled Separate Account		1,512.12
	Retirement Living through 2040	Pooled Separate Account		133,897.73
	Retirement Living through 2035	Pooled Separate Account		2,332.80
	Retirement Living through 2030	Pooled Separate Account		343,263.01
	Retirement Living through 2025	Pooled Separate Account		49,689.49
	Retirement Living through 2020	Pooled Separate Account		349,162.88
	Retirement Living through 2015	Pooled Separate Account		6,615.92
	Retirement Living through 2010	Pooled Separate Account		14,563.98
	Retirement Choices at 2045	Pooled Separate Account		934.81
	Retirement Choices at 2040	Pooled Separate Account		2,371.70
	Retirement Choices at 2035	Pooled Separate Account		5,280.98
	Retirement Choices at 2030	Pooled Separate Account		1,527.54
	Retirement Choices at 2025	Pooled Separate Account		32,266.57
	Retirement Choices at 2020	Pooled Separate Account		42,159.92
	Retirement Choices at 2015	Pooled Separate Account		1,189.88
	Lifestyle Aggressive	Pooled Separate Account		91,675.85
	Lifestyle Growth	Pooled Separate Account		417,615.34
	Lifestyle Balanced	Pooled Separate Account		914,045.26
	Lifestyle Moderate	Pooled Separate Account		335,474.04
	Lifestyle Conservative	Pooled Separate Account		1,912,747.40
	Lifestyle Moderate G.I.F.L.	Pooled Separate Account		484,877.30
	Lifestyle Cons G.I.F.L.	Pooled Separate Account		416,554.43
	Fidelity Advisor Gold Fund	Pooled Separate Account		37,970.71
	Real Est. Securities Fund	Pooled Separate Account		4,349.40
	DFA Emerging Markets Value	Pooled Separate Account		7,042.97
	Royce Opportunity	Pooled Separate Account		13,530.71
	Oppenheimer Developing Mkt	Pooled Separate Account		24,161.60
	PIMCO Commodity Real Return	Pooled Separate Account		29,832.03
	Energy	Pooled Separate Account		16,951.40
	Keeley Small Cap Value	Pooled Separate Account		7,462.31
	SSgA Mid Growth Index Fund	Pooled Separate Account		14,298.51
	DFA US Targeted Value Fund	Pooled Separate Account		19,373.79
	T. Rowe Price Sci & Tech	Pooled Separate Account		2,656.63
	DFA U.S. Small Cap Fund	Pooled Separate Account		8,817.28
	Small Cap Growth Index	Pooled Separate Account		5,181.29
	Intl Equity Index Fund	Pooled Separate Account		882,524.52
	SMALLCAP World Fund	Pooled Separate Account		1,786.54
	Science & Technology Fund	Pooled Separate Account		4,826.92
	Small Cap Index Fund	Pooled Separate Account		459,694.95
	John Hancock Intl Growth	Pooled Separate Account		6,207.05
	Explorer	Pooled Separate Account		1,024.17
	Small Cap Growth Fund	Pooled Separate Account		11,854.28
	Inv Small Cap Growth	Pooled Separate Account		1,654.94
	EuroPacific Growth Fund	Pooled Separate Account		26,782.72
	Franklin Small-Mid Growth	Pooled Separate Account		2,384.43
	Legg Mason ClearBr Agg Growth	Pooled Separate Account		1,064.40
	T. Rowe Price Health Sci	Pooled Separate Account		44,247.30
	Small Cap Value Fund	Pooled Separate Account		23,221.03
	Blue Chip Growth Fund	Pooled Separate Account		4,749.73
	Mid Cap Index Fund	Pooled Separate Account		444,612.03
	T. Rowe Price Sml Cap Val	Pooled Separate Account		40,510.53
	Oppenheimer Global	Pooled Separate Account		13,974.21
	Capital World Growth & Income	Pooled Separate Account		2,450.52
	Capital Appreciation Fund	Pooled Separate Account		1,103.06
	Domini Social Equity	Pooled Separate Account		31.88

Attachment

From 5500 Schedule H, line 4i -- Schedule of Assets (Held at End of Year)

Name of Plan

U.S. Holdings, Inc. et. al. 401(k) Plan

Name of Plan Sponsor as shown on line 2a of Form 5500	Employer Identification Number (EIN):
U.S. Holdings, Inc.	**59-0490595**
Three-digit Plan Number (PN):	Plan Year End:
001	**12/31/2012**

(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
	John Hancock Rainier Grow	Pooled Separate Account		26,737.44
	JPM MidCap Value Fund	Pooled Separate Account		22,061.69
	New Perspective Fund	Pooled Separate Account		2,651.29
	Pru Jennison Mid Growth Fund	Pooled Separate Account		32.85
	Fundamental Investors	Pooled Separate Account		27,520.92
	Utilities Fund	Pooled Separate Account		10,094.85
	MFS Utilities	Pooled Separate Account		26,471.03
	Total Stock Market Index Fund	Pooled Separate Account		32.57
	Growth Index Fund	Pooled Separate Account		1,071,455.51
	The Growth Fund of America	Pooled Separate Account		1,842.94
	Fidelity ContraFund	Pooled Separate Account		1,764.41
	Mass Investors Fund	Pooled Separate Account		29,019.96
	Equity Income Fund	Pooled Separate Account		19,514.41
	T. Rowe Price Equity Inc	Pooled Separate Account		23,878.11
	Value Index Fund	Pooled Separate Account		1,031,631.85
	BlackRock Basic Value	Pooled Separate Account		1,173.53
	500 Index Fund	Pooled Separate Account		984,901.59
	FT Founding Allocation	Pooled Separate Account		76.77
	Washington Mutual Investors	Pooled Separate Account		21.54
	Parnassus Equity Income	Pooled Separate Account		24,563.66
	U.S. Equity Fund	Pooled Separate Account		1,168.73
	Ivy Asset Strategy Fund	Pooled Separate Account		24,516.86
	Income Fund of America	Pooled Separate Account		2,395.76
	American Balanced Fund	Pooled Separate Account		836.17
	BlackRock Global Allocation	Pooled Separate Account		44,434.84
	Mutual Global Discovery	Pooled Separate Account		20,948.76
	Core Fundamental Holdings	Pooled Separate Account		21.69
	Managers AMG FQ Global Alt	Pooled Separate Account		23,295.48
	High Yield Fund	Pooled Separate Account		50,296.99
	U.S. High Yield Bond Fund	Pooled Separate Account		98.24
	Federated High Yield Bond	Pooled Separate Account		98.47
	Floating Rate Income Fund	Pooled Separate Account		20,019.27
	Global Bond Fund	Pooled Separate Account		96.67
	Real Return Bond Fund	Pooled Separate Account		34,257.94
	PIMCO Global Bond	Pooled Separate Account		96.60
	Oppenheimer Intl Bond	Pooled Separate Account		63,451.37
	DFA Inflation-Protected Sec	Pooled Separate Account		3,324.75
	PIMCO Real Return	Pooled Separate Account		575.78
	Templeton Global Bond Fund	Pooled Separate Account		22,864.87
	Capital World Bond Fund	Pooled Separate Account		26,154.36
	Strategic Income Opp Fund	Pooled Separate Account		76.11
	Active Bond Fund	Pooled Separate Account		79,311.35
	Investment Qual Bond Fund	Pooled Separate Account		70,279.55
	Core Bond Fund	Pooled Separate Account		97.22
	PIMCO Total Return	Pooled Separate Account		82,392.50
	Total Bond Market Fund	Pooled Separate Account		96.81
	US Government Securities	Pooled Separate Account		858.22
	Short-Term Federal	Pooled Separate Account		1,046,988.05
	Money Market Fund	Pooled Separate Account		1,504,168.10
	3-Year Compound	Guaranteed Investment Contract		$22,863.07
	Participant Loans	Interest Rate Range: 4.25%-9.00%		$922,587.84
				$15,100,212.13