# 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
LUCKY EMPLOYEE 401(K) RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 04/01/2002

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

LUCKY CHANCES, INC.

1700 HILLSIDE BLVD.
COLMA, CA 94014

1700 HILLSIDE BLVD.
COLMA, CA 94014

**2b** Employer Identification Number (EIN)
94-3199406

**2c** Sponsor's telephone number
650-758-2237

**2d** Business code (see instructions)
713200

**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. | 10/01/2013 | OFI TALAEAI |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/01/2013 | OFI TALAEAI |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

**3a** Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

LUCKY CHANCES, INC.

1700 HILLSIDE BLVD.
COLMA, CA 94014

**3b** Administrator's EIN
94-3199406

**3c** Administrator's telephone number
650-758-2237

**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** | 769 |
| **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** | 758 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 38 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 796 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 796 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 347 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **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:
2F 2G 2J 2K 2T 3D

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

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

| | | |
|---|---|---|
| **(1)** | ☐ | Insurance |
| **(2)** | ☐ | Code section 412(e)(3) insurance contracts |
| **(3)** | ☒ | Trust |
| **(4)** | ☐ | General assets of the sponsor |

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

| | | |
|---|---|---|
| **(1)** | ☐ | Insurance |
| **(2)** | ☐ | Code section 412(e)(3) insurance contracts |
| **(3)** | ☒ | Trust |
| **(4)** | ☐ | General assets of the sponsor |

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

**A** Name of plan
LUCKY EMPLOYEE 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LUCKY CHANCES, INC.

**D** Employer Identification Number (EIN)
94-3199406

## 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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 64 37 65 60 | RECORDKEEPER | 2375 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

| (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? |
|---|---|---|---|---|---|---|
| 61 | ADVISOR | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DREY GREATER CHINA A - DREYFUS TRAN<br><br>13-2614959 | 0.35% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DREYFUS S&P 500 INDX - DREYFUS TRAN<br><br>13-2614959 | 0.15% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FKLN SM CAP GRTH A - FRANKLIN TEMPL<br><br>94-3167260 | 0.25% |

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FT MODERATE ALLOC A - FRANKLIN TEMP<br><br>94-3167260 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| INVS INTL SM CO A - INVESCO CANADA P.O. BOX 4739<br>HOUSTON, TX 77210 | 0.35% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| IVY ASSET STRATEGY A - WADDELL & RE<br><br>43-1244426 | 0.35% |

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JHANCOCK GLBL OPP A - JOHN HANCOCK<br><br>01-0233346 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| JPM CORE BOND A - BOSTON FINANCIAL | 330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| OPPHMR DEV MKTS A - OFI GLOBAL ASSE | TWO WORLD FINANCIAL CENTER<br>225 LIBERTY STREET, 14TH FLOOR<br>NEW YORK, NY 10281 | 0.25% |

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OPPHMR GOLD SPLMIN A - OFI GLOBAL A<br>TWO WORLD FINANCIAL CENTER<br>225 LIBERTY STREET, 14TH FLOOR<br>NEW YORK, NY 10281 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIM LOW DURATION A - BOSTON FINANCI<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PRU/J NAT RESRCS A - PRUDENTIAL MUT<br>22-3703799 | 0.25% |

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTN EQUITY INCOME A - PUTNAM INVES<br><br>04-2539562 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTN EQUITY INCOME Y - PUTNAM INVES<br><br>04-2539562 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTNAM VOYAGER A - PUTNAM INVESTOR<br><br>04-2539562 | 0.25% |

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTNAM VOYAGER Y - PUTNAM INVESTOR<br><br>04-2539562 | 0.25% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ROYCE LOW PR STK K - BOSTON FINANCI P.O. BOX 8480<br>BOSTON, MA 02266 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MERRILL LYNCH PIERCE FENNER & SMITH | 61 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JPM CORE BOND A - JPMORGAN DISTRIBU<br><br>13-2624428 | $0-<$4M=0.75% $4M-<$50M=0.50% $50M+=0.25% |

## 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 |
|---|---|---|
| MERRILL LYNCH PIERCE FENNER & SMITH | 61 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OPPHMR DEV MKTS A - OPPENHEIMERFUND<br><br>13-2953455 | $5M+=0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MERRILL LYNCH PIERCE FENNER & SMITH | 61 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OPPHMR GOLD SPLMIN A - OPPENHEIMERF<br><br>13-2953455 | $5M+=0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MERRILL LYNCH PIERCE FENNER & SMITH | 61 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTN EQUITY INCOME A - PUTNAM RETAI<br><br>04-1223767 | $0-<$1M=1.00% $1M-<$2M=0.75% $2M+=0.50% |

## 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 |
|---|---|---|
| MERRILL LYNCH PIERCE FENNER & SMITH | 61 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PUTNAM VOYAGER A - PUTNAM RETAIL MG<br><br>04-1223767 | $0-<$1M=1.00% $1M-<$2M=0.75% $2M+=0.50% |

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

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

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE 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
LUCKY EMPLOYEE 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
LUCKY CHANCES, INC.

**D** Employer Identification Number (EIN)
94-3199406

**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: FA STABLE VALUE

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

| **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) |
|---|---|---|
| 04-3022712-026 | C | 1035773 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**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
LUCKY EMPLOYEE 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LUCKY CHANCES, INC.

**D** Employer Identification Number (EIN)
94-3199406

## 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) | 242160 | 156260 |
| **(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) | 439662 | 362007 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 1077203 | 1035773 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 6721965 | 8361080 |
| **(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 | 8480990 | 9915120 |
| **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 | 8480990 | 9915120 |

## 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) | 68382 | |
| **(B)** Participants | 2a(1)(B) | 942844 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1011226 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 23 | |
| **(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) | 25900 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 25923 |
| **(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) | 219735 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 219735 |
| **(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) | | 12752 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 874349 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 2143985 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 707363 | |
| (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) | | 707363 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 2492 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 2492 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 709855 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1434130 |
| 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: BHATIA & CO, INC CPA **(2)** EIN: 77-0534211

**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 | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

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

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

**A** Name of plan
LUCKY EMPLOYEE 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
LUCKY CHANCES, INC.

**D** Employer Identification Number (EIN)
94-3199406

## 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): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

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

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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




# LUCKY EMPLOYEE 401 (k) RETIREMENT PLAN

## FINANCIAL STATEMENTS AS OF DECEMBER 31, 2012

## TOGETHER WITH SUPPLEMENTAL SCHEDULE AND INDEPENDENT AUDITOR'S REPORT

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Bhatia & Co, Inc.,
Certified Public Accountants
5201 Great America Parkway, Suite 256, Santa Clara, CA 95054
Phone (408) 845 9411. Fax (408) 777 6375.

# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Lucky Employee 401(k) Retirement Plan

## *Report on the Financial Statements*

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

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

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

## *Auditor's Responsibility*

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

## *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

## *Disclaimer of Opinion*

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the accompanying financial statements and supplemental schedule as of and for the year ended December 31, 2012 and 2011.

***Other Matter***

The supplemental schedule (Schedule H; line 4(i) – schedule of assets held at the end of year) as of and for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Fidelity Management Trust Company, 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 Employee Retirement Income Security Act of 1974 (ERISA).

Bhatia & Co, CPA's

Bhatia & Co, Inc., CPA
Santa Clara, California
September 20, 2013

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| **Investments at fair value** | | |
| Money market securities | $ 156,260 | $ 242,160 |
| Common collective trust | 1,035,773 | 1,077,204 |
| Registered Investments companies | 8,361,080 | 6,721,965 |
| **Investments at fair value** | 9,553,113 | 8,041,329 |
| Notes receivable from participants | 362,007 | 439,662 |
| **Net assets reflecting investments at fair value** | 9,915,120 | 8,480,991 |
| Adjustement from fair value to contract value - for fully benefit repsonsive investment contracts | (34,690) | (34,389) |
| **Net assets available for benefits** | **$ 9,880,430** | **$ 8,446,602** |

*See accompanying notes.*

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31,

| | 2012 | 2011 |
|---|---|---|
| **Additions to net assets attributed to:** | | |
| Investment income | | |
| Net appreciation/(depreciation) in fair value of - | | |
| - investments | $ 886,799 | $ (661,111) |
| Interest on money market securities | 23 | 27 |
| Interest on registered investment companies | 219,735 | 195,689 |
| Interest income on notes receivable from participants | 25,900 | 31,496 |
| Total investment income | 1,132,457 | (433,899) |
| Contributions | | |
| Participant | 942,844 | 975,334 |
| Employer | 68,382 | 67,941 |
| Rollover | - | 27,893 |
| Total contributions | 1,011,226 | 1,071,168 |
| Total additions | 2,143,683 | 637,270 |
| **Deductions from net assets attributed to:** | | |
| Distributions and benefits paid to participants | 707,363 | 814,523 |
| Corrective distributions | - | 3,135 |
| Administrative expenses | 2,492 | 5,548 |
| Total deductions | 709,855 | 823,206 |
| **Change in net assets** | 1,433,828 | (185,937) |
| **Net assets available for benefits, beginning of year** | 8,446,602 | 8,632,539 |
| **Net assets available for benefits, end of year** | **$ 9,880,430** | **$ 8,446,602** |

*See accompanying notes.*

**1 - DESCRIPTION OF THE PLAN**

The following description of the Lucky Employee 401K Retirement Plan provides only general information. Participants should refer to the plan agreement and amendments for a more complete description of the plan provisions.

**General** – The Plan is a defined contribution plan adopted by Lucky Chances, Inc. and its affiliates: Lucky Money, Inc., Lucky Check Cashing Inc., Lucky Tours Inc., Lucky Payday Advance, Inc., Lucky Group Advertising Inc., and Fil-Am Star Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

**Plan Administration** – The Plan has an administration and investment contract with Fidelity Investments and Fidelity Management Trust Company.

**Eligibility** – An employee who has completed 1,000 hours in his/her first twelve months of service and attained the age of 21 is eligible to participate in the Plan.

**Contributions** – Participants may elect to defer a portion of their eligible compensation up to the limits imposed by federal tax law. Each year, participants may contribute from 1% to 100% of their pretax eligible compensation, but in no event can the aggregate contribution exceed the maximum annual dollar limit permitted by law. Eligible compensation does not include bonus, tips and cashed paid time offs. Participants may also contribute amounts representing distributions from other retirement plans, provided all legal and Administrator's requirements are met. The respective employers contribute 25% of the first 4% of eligible compensation that a participant contributes to the plan. Additional amounts may be contributed at the option of the Companies' respective Boards of Directors. No additional amounts were contributed for years 2012 and 2011. Maximum employee contribution limit for 2012 is $22,500 including $5,500 catch up contribution for participants aged 50 at the end of the year.

**Participant Accounts** – Each participant's account is credited with the participant's and Employer's contributions, and Plan earnings, and charged for services the administrator specifically performs for participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investments** – Participants may direct the investment of their account balance in any combination of various investment options offered by the trustee. Participants may change their investment options at any time.

**Notes Receivable from Participants and Deemed Distributions –** Participants may borrow against their vested account balance, subject to plan administrator approval. Loans are limited from a minimum of $1,000 to a maximum of 50% of a participant's vested account balance, but not in excess of $50,000.

The maximum loan term is five years, unless the loan qualifies as a home loan, in which case the plan administrator may permit a longer repayment term. No more than one (1) loan may be outstanding at any time except in hardship cases approved by Plan Administrator. The maximum loan term for any loan qualifying as a home loan will be 15 years. Loans bear interest at rates determined by the plan administrator and based on the prevailing interest rates. Principal and interest are paid ratably through payroll deductions. In case of default, i.e., if any of the scheduled repayments remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due, the loan balance will be deducted from the participant's account, and will be considered deemed distribution for which the participant will be liable for federal and state income taxes.

**Payment of Benefits** – Upon termination of service due to death, disability or retirement, a participant will be paid the vested interest in his account in lump sum as soon as administratively feasible. If the vested interest exceeds $5,000, participants can defer distribution to a later date, but not beyond his normal retirement age.

**Vesting** – Participants are fully vested in all deferral contributions and earnings thereon. If a participant's employment with the Company ends for a reason other than retirement, disability, or death, the participant's vesting in the employers' matching contributions is based on years of continuous service. A vesting schedule is as follows:

| Years of Service for Vesting | Vesting Percentage |
|---|---|
| Less than 1 | 0% |
| 1 | 20% |
| 2 | 40% |
| 3 | 60% |
| 4 | 80% |
| 5 | 100% |

**Forfeitures** – Forfeitures are the non-vested portion of participants' accounts that are lost upon termination of employment. Forfeitures are first used to pay administrative expenses and any remaining balance is used to reduce employer contributions. As of December 31, 2012 and 2011, the forfeitures' balance was $8,547 and $7,663 respectively.

**Termination of Plan** – Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accounts.

**2 - SIGNIFICANT ACCOUNTING POLICIES**

**Recent Accounting Pronouncements** – In January 2010, the FASB issued guidance which expands the required disclosures about fair value measurements. In particular, this guidance requires (I) separate disclosure of the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements along with the reasons for such transfers, (ii) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements, (iii) fair value measurement disclosures for each class of assets and liabilities and (iv) disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for fair value measurements that fall in either Level 2 or Level 3. This guidance was effective for periods beginning after December 15, 2009 except for (ii) above which was effective for fiscal years beginning after December 15, 2010.

In September 2010, the FASB issued guidance requiring participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This guidance is effective for fiscal years ending after December 15, 2010.

In May 2011, the FASB issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP, (ASU 2011-04). ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in US generally accepted accounting principles. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures.

**Basis of Accounting** – The Plan's financial statements are prepared under the accrual method of accounting in accordance with auditing standards generally accepted in the United States of America.

**Investment Valuation and Income Recognition** – Fidelity Management Trust Company serves as the Plan's trustee and holds all investments of the Plan, except for the self-directed brokerage account, which is held by Fidelity Brokerage Services. The brokerage account consists primarily of common stock, mutual funds, and short-term investments.

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurement.

The Plan invests in fully-benefit-responsive investment contracts through the Fidelity Managed Income Portfolio (FMIP), a common collective trust. This fund is recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits top present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment

contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

The short-term investments are stated at cost, which approximates fair value. 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.

**Use of Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported changes to net assets during the reporting periods. Actual results could differ from those estimates.

**Concentrations of Risk –** Investment securities are exposed to various risks, such as interest rate, market, and credit risks. It is reasonably possible, given the level of risks associated with investment securities that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

**Administrative Expenses** – The sponsor of the plan pays for substantially all plan administrative expenses.

**Payment of Benefits** – Distributions to participants are recorded when paid.

**Reclassifications –** Certain 2011 financial statement line items have been reclassified to conform to the current year's presentation. These changes had no impact on previously reported net assets available for benefits and changes in net assets.

**Subsequent Events** – Subsequent events for the Plan have been considered through the date of the Independent Auditor's Report, which represents the date the financial statements were available to be issued.

**3 – FAIR VALUE**

The Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities.

The highest priority to quoted market price inputs i.e. Level 1 measurements and the lowest priority to unobservable inputs i.e. Level 3 measurements. The three-tier fair value hierarchy includes the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data, such as quoted prices for similar assets or liabilities or model-derived valuations.

- Level 3: Unobservable inputs that are not corroborated by market data. These inputs reflect a company's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

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

The following tables set forth by level within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2012 and 2011:

| | December 31, 2012' | | | |
|---|---|---|---|---|
| | Fair Value Measurements | | | |
| **Description** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Money market securities | $ 156,260 | $ - | $ - | $ 156,260 |
| Common collective trust (at Fair value) | - | 1,035,773 | - | 1,035,773 |
| Registered Investments companies | 8,361,080 | - | - | 8,361,080 |
| **Investments at fair value** | **$ 8,517,340** | **$ 1,035,773** | **$ -** | **$ 9,553,113** |

| | December 31, 2011' | | | |
|---|---|---|---|---|
| | Fair Value Measurements | | | |
| **Description** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Money market securities | $ 242,160 | $ - | $ - | $ 242,160 |
| Common collective trust (at Fair value) | - | 1,077,204 | - | 1,077,204 |
| Registered Investments companies | 6,721,965 | - | - | 6,721,965 |
| **Investments at fair value** | **$ 6,964,125** | **$ 1,077,204** | **$ -** | **$ 8,041,329** |

**Money Market Securities** – Money market securities are valued at quoted market prices in an exchange and active market and are classified as Level 1 investments.

**Common Collective Trust** – This category includes a common collective trust fund that is designed to deliver safety and stability by preserving and accumulating earnings. This fund is primarily invested in guaranteed investment contracts ("GICs") and synthetic investment contracts. Participant-directed redemptions have no restrictions: however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund. The fair value of this fund has been estimated based on the fair value of the underlying investments contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

**Registered investments companies** – Registered investments companies are valued at fair value as determined by observable Level 1 quoted publicly market prices in an exchange and active market.

**4 – INVESTMENTS**

Individual Investments that represent five percent or more of the Plan's net assets available for benefits at either December 31, 2012 or 2011 are as follows:

| | 2012 | 2011 |
|---|---|---|
| Fidelity Advisor Leveraged Co Stock A | $ 1,257,252 | $ 929,755 |
| Fidelity Advisor Stable Value (at Contract value) * | 1,001,083 | 1,042,814 |
| Franklin Templeton Moderate Allocation A | 781,388 | 738,289 |
| Putnam Voyager A | 686,681 | 605,503 |
| Fidelity Advisor Small Cap Value A | 668,380 | 434,820 |
| Fidelity Advisor Mid cap II A | 513,347 | 445,716 |

The Plan's investments bought, sold, and held during the year, appreciated/ (depreciated) in value by $886,799 and ($661,111) for the years ended December 31, 2012 and 2011 respectively.

* The fair value of the Plan's Investments in the Fidelity Advisor Stable Value was $1,035,773 and $1,077,204 at December 31, 2012 and 2011, respectively.

**5 – CERTIFICATION**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Fidelity Management Trust Company:

| | 2012 | 2011 |
|---|---|---|
| Money market securities | $ 156,260 | $ 242,160 |
| Common collective trust ( at contract value)* | 1,001,083 | 1,042,814 |
| Registered Investments companies | 8,361,080 | 6,721,965 |
| Notes receivable from participants/participant - - loans | 362,007 | 439,662 |
| Net appreciation/(depreciation) in fair - - value of investments | 886,799 | (661,111) |
| Interest on registered investment companies | 219,735 | 195,689 |
| Interest on notes receivable from participants | 25,900 | 31,496 |
| Interest on money market securities | 23 | 27 |

* The fair value of the Plan's Investments in the Common Collective Trust was $1,035,773 and $1,077,204 at December 31, 2012 and 2011, respectively.

**6 – TAX STATUS**

The Plan administrator and trustees believe the Plan as designed is currently in compliance with the applicable requirements of the IRC, and therefore is qualified and the related trust is tax-exempt as of the financial statement date.

Generally Accepted Accounting Principles requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions.

**7 – PARTY-IN-INTEREST TRANSACTIONS**

Certain investments of the Plan are managed by the Fidelity Investments. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

A portion of the Plan's administrative expenses are paid for by Lucky Chances, Inc., the principal Plan sponsor. Other than these, the Plan has no agreements or transactions with any other party-in-interest.

**8 – RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, credit risks and overall market volatility 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 statements of changes in net assets available for benefits.

**9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 9,880,430 | $ 8,446,602 |
| Adjustment from fair value to contract value for fully - benefit responsive investment contracts | 34,690 | 34,389 |
| **Net assets available for benefits per the Form 5500** | **$9,915,120** | **$8,480,991** |

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2012 | 2011 |
|---|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 1,433,828 | $ (185,937) |
| Add: prior-years adjustment from fair value to contract value for fully - benefit responsive investment contracts | (34,389) | (1,338) |
| Less: current- year adjustment from fair value to contract value for fully - benefit responsive investment contracts | 34,690 | 34,389 |
| **Net increase in net assets available for benefits per the form 5500** | **$ 1,434,130** | **$ (152,886)** |

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
SCHEDULE H; LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR END: DECEMBER 31, 2012

Plan Sponsor: Lucky Chances, Inc., Employer identification number: 94-3199406, Plan number: 001

| (a) | (b) Identity of Issue, Borrower Lessor, or Similar Party | (c) Description of Investment, Including Interest Rate, Collateral, Par, or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Prime Fund | Money market securities | $ 156,260 | $ 156,260 |
| * | Fidelity Advisor Leveraged Co Stock A | Registered Investments companies | ** | 1,257,252 |
| * | Fidelity Advisor Stable Value (Contract Value) | Common collective trust | ** | 1,001,083 |
| | Franklin Templeton Moderate Allocation A | Registered Investments companies | ** | 781,388 |
| | Putnam Voyager A | Registered Investments companies | ** | 686,681 |
| * | Fidelity Advisor Small Cap Value A | Registered Investments companies | ** | 668,380 |
| * | Fidelity Advisor Mid cap II A | Registered Investments companies | ** | 513,347 |
| | Invesco International Small Company A | Registered Investments companies | ** | 471,791 |
| * | Fidelity Advisor Real Estate A | Registered Investments companies | ** | 452,498 |
| | Royce Low Priced Stock K | Registered Investments companies | ** | 436,152 |
| | JPMorgan Core Bond A | Registered Investments companies | ** | 427,107 |
| | Dreyfus S&P 500 Index | Registered Investments companies | ** | 410,819 |
| * | Fidelity Advisor High Income Advantage A | Registered Investments companies | ** | 372,094 |
| | Putnam Equity Income A | Registered Investments companies | ** | 359,403 |
| * | Fidelity Advisor New Insights A | Registered Investments companies | ** | 341,821 |
| * | Fidelity Advisor Freedom 2035 A | Registered Investments companies | ** | 190,068 |
| * | Fidelity Advisor Freedom 2040 A | Registered Investments companies | ** | 149,971 |
| * | Fidelity Advisor Freedom 2030 A | Registered Investments companies | ** | 138,839 |
| * | Fidelity Advisor Freedom 2025 A | Registered Investments companies | ** | 124,133 |
| | Oppenheimer Developing Markets A | Registered Investments companies | ** | 113,212 |
| | Hancock Global Opportunities A | Registered Investments companies | ** | 73,368 |
| * | Fidelity Advisor Freedom 2045 A | Registered Investments companies | ** | 71,332 |
| | Dreyfus Greater China A | Registered Investments companies | ** | 63,116 |
| | Oppenheimer Gold & Special Minerals A | Registered Investments companies | ** | 50,918 |
| * | Fidelity Advisor Freedom 2020 A | Registered Investments companies | ** | 45,974 |
| | Franklin Small Cap Growth A | Registered Investments companies | ** | 33,308 |
| | Ivy Asset Strategy A | Registered Investments companies | ** | 32,031 |
| * | Fidelity Advisor Freedom 2015 A | Registered Investments companies | ** | 31,827 |
| * | Fidelity Advisor Freedom 2010 A | Registered Investments companies | ** | 27,350 |
| * | Fidelity Advisor Freedom Inc | Registered Investments companies | ** | 16,443 |
| | PIMCO Low Duration A | Registered Investments companies | ** | 8,426 |
| | Prudential Jenison Natural Resources A | Registered Investments companies | ** | 7,456 |
| * | Fidelity Advisor Freedom 2050 A | Registered Investments companies | ** | 2,692 |
| * | Fidelity Advisor Freedom 2005 A | Registered Investments companies | ** | 1,883 |
| | Participant loans | Interest rate from 4.25% to 9.25% | | 362,007 |
| | | **Net assets available for benefits** | | **$ 9,880,430** |

* Represents a party-in-interest to the Plan

** Cost information is omitted with respect to participant-directed transactions




# LUCKY EMPLOYEE 401 (k) RETIREMENT PLAN

## FINANCIAL STATEMENTS AS OF DECEMBER 31, 2012

## TOGETHER WITH SUPPLEMENTAL SCHEDULE AND INDEPENDENT AUDITOR'S REPORT

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Bhatia & Co, Inc.,
Certified Public Accountants
5201 Great America Parkway, Suite 256, Santa Clara, CA 95054
Phone (408) 845 9411. Fax (408) 777 6375.

# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Lucky Employee 401(k) Retirement Plan

## *Report on the Financial Statements*

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

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

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

## *Auditor's Responsibility*

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

## *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The plan administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

## *Disclaimer of Opinion*

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the accompanying financial statements and supplemental schedule as of and for the year ended December 31, 2012 and 2011.

***Other Matter***

The supplemental schedule (Schedule H; line 4(i) – schedule of assets held at the end of year) as of and for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Fidelity Management Trust Company, 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 Employee Retirement Income Security Act of 1974 (ERISA).

Bhatia & Co, CPA's

Bhatia & Co, Inc., CPA
Santa Clara, California
September 20, 2013

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

| | 2012 | 2011 |
|---|---|---|
| **ASSETS** | | |
| **Investments at fair value** | | |
| Money market securities | $ 156,260 | $ 242,160 |
| Common collective trust | 1,035,773 | 1,077,204 |
| Registered Investments companies | 8,361,080 | 6,721,965 |
| **Investments at fair value** | 9,553,113 | 8,041,329 |
| Notes receivable from participants | 362,007 | 439,662 |
| **Net assets reflecting investments at fair value** | 9,915,120 | 8,480,991 |
| Adjustement from fair value to contract value - for fully benefit repsonsive investment contracts | (34,690) | (34,389) |
| **Net assets available for benefits** | **$ 9,880,430** | **$ 8,446,602** |

*See accompanying notes.*

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31,

| | 2012 | 2011 |
|---|---|---|
| **Additions to net assets attributed to:** | | |
| Investment income | | |
| Net appreciation/(depreciation) in fair value of - | | |
| - investments | $ 886,799 | $ (661,111) |
| Interest on money market securities | 23 | 27 |
| Interest on registered investment companies | 219,735 | 195,689 |
| Interest income on notes receivable from participants | 25,900 | 31,496 |
| Total investment income | 1,132,457 | (433,899) |
| Contributions | | |
| Participant | 942,844 | 975,334 |
| Employer | 68,382 | 67,941 |
| Rollover | - | 27,893 |
| Total contributions | 1,011,226 | 1,071,168 |
| Total additions | 2,143,683 | 637,270 |
| **Deductions from net assets attributed to:** | | |
| Distributions and benefits paid to participants | 707,363 | 814,523 |
| Corrective distributions | - | 3,135 |
| Administrative expenses | 2,492 | 5,548 |
| Total deductions | 709,855 | 823,206 |
| **Change in net assets** | 1,433,828 | (185,937) |
| **Net assets available for benefits, beginning of year** | 8,446,602 | 8,632,539 |
| **Net assets available for benefits, end of year** | **$ 9,880,430** | **$ 8,446,602** |

*See accompanying notes.*

**1 - DESCRIPTION OF THE PLAN**

The following description of the Lucky Employee 401K Retirement Plan provides only general information. Participants should refer to the plan agreement and amendments for a more complete description of the plan provisions.

**General** – The Plan is a defined contribution plan adopted by Lucky Chances, Inc. and its affiliates: Lucky Money, Inc., Lucky Check Cashing Inc., Lucky Tours Inc., Lucky Payday Advance, Inc., Lucky Group Advertising Inc., and Fil-Am Star Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

**Plan Administration** – The Plan has an administration and investment contract with Fidelity Investments and Fidelity Management Trust Company.

**Eligibility** – An employee who has completed 1,000 hours in his/her first twelve months of service and attained the age of 21 is eligible to participate in the Plan.

**Contributions** – Participants may elect to defer a portion of their eligible compensation up to the limits imposed by federal tax law. Each year, participants may contribute from 1% to 100% of their pretax eligible compensation, but in no event can the aggregate contribution exceed the maximum annual dollar limit permitted by law. Eligible compensation does not include bonus, tips and cashed paid time offs. Participants may also contribute amounts representing distributions from other retirement plans, provided all legal and Administrator's requirements are met. The respective employers contribute 25% of the first 4% of eligible compensation that a participant contributes to the plan. Additional amounts may be contributed at the option of the Companies' respective Boards of Directors. No additional amounts were contributed for years 2012 and 2011. Maximum employee contribution limit for 2012 is $22,500 including $5,500 catch up contribution for participants aged 50 at the end of the year.

**Participant Accounts** – Each participant's account is credited with the participant's and Employer's contributions, and Plan earnings, and charged for services the administrator specifically performs for participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investments** – Participants may direct the investment of their account balance in any combination of various investment options offered by the trustee. Participants may change their investment options at any time.

**Notes Receivable from Participants and Deemed Distributions –** Participants may borrow against their vested account balance, subject to plan administrator approval. Loans are limited from a minimum of $1,000 to a maximum of 50% of a participant's vested account balance, but not in excess of $50,000.

The maximum loan term is five years, unless the loan qualifies as a home loan, in which case the plan administrator may permit a longer repayment term. No more than one (1) loan may be outstanding at any time except in hardship cases approved by Plan Administrator. The maximum loan term for any loan qualifying as a home loan will be 15 years. Loans bear interest at rates determined by the plan administrator and based on the prevailing interest rates. Principal and interest are paid ratably through payroll deductions. In case of default, i.e., if any of the scheduled repayments remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due, the loan balance will be deducted from the participant's account, and will be considered deemed distribution for which the participant will be liable for federal and state income taxes.

**Payment of Benefits** – Upon termination of service due to death, disability or retirement, a participant will be paid the vested interest in his account in lump sum as soon as administratively feasible. If the vested interest exceeds $5,000, participants can defer distribution to a later date, but not beyond his normal retirement age.

**Vesting** – Participants are fully vested in all deferral contributions and earnings thereon. If a participant's employment with the Company ends for a reason other than retirement, disability, or death, the participant's vesting in the employers' matching contributions is based on years of continuous service. A vesting schedule is as follows:

| Years of Service for Vesting | Vesting Percentage |
|---|---|
| Less than 1 | 0% |
| 1 | 20% |
| 2 | 40% |
| 3 | 60% |
| 4 | 80% |
| 5 | 100% |

**Forfeitures** – Forfeitures are the non-vested portion of participants' accounts that are lost upon termination of employment. Forfeitures are first used to pay administrative expenses and any remaining balance is used to reduce employer contributions. As of December 31, 2012 and 2011, the forfeitures' balance was $8,547 and $7,663 respectively.

**Termination of Plan** – Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accounts.

**2 - SIGNIFICANT ACCOUNTING POLICIES**

**Recent Accounting Pronouncements** – In January 2010, the FASB issued guidance which expands the required disclosures about fair value measurements. In particular, this guidance requires (I) separate disclosure of the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements along with the reasons for such transfers, (ii) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements, (iii) fair value measurement disclosures for each class of assets and liabilities and (iv) disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for fair value measurements that fall in either Level 2 or Level 3. This guidance was effective for periods beginning after December 15, 2009 except for (ii) above which was effective for fiscal years beginning after December 15, 2010.

In September 2010, the FASB issued guidance requiring participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This guidance is effective for fiscal years ending after December 15, 2010.

In May 2011, the FASB issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP, (ASU 2011-04). ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in US generally accepted accounting principles. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures.

**Basis of Accounting** – The Plan's financial statements are prepared under the accrual method of accounting in accordance with auditing standards generally accepted in the United States of America.

**Investment Valuation and Income Recognition** – Fidelity Management Trust Company serves as the Plan's trustee and holds all investments of the Plan, except for the self-directed brokerage account, which is held by Fidelity Brokerage Services. The brokerage account consists primarily of common stock, mutual funds, and short-term investments.

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurement.

The Plan invests in fully-benefit-responsive investment contracts through the Fidelity Managed Income Portfolio (FMIP), a common collective trust. This fund is recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits top present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment

contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

The short-term investments are stated at cost, which approximates fair value. 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.

**Use of Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported changes to net assets during the reporting periods. Actual results could differ from those estimates.

**Concentrations of Risk –** Investment securities are exposed to various risks, such as interest rate, market, and credit risks. It is reasonably possible, given the level of risks associated with investment securities that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

**Administrative Expenses** – The sponsor of the plan pays for substantially all plan administrative expenses.

**Payment of Benefits** – Distributions to participants are recorded when paid.

**Reclassifications –** Certain 2011 financial statement line items have been reclassified to conform to the current year's presentation. These changes had no impact on previously reported net assets available for benefits and changes in net assets.

**Subsequent Events** – Subsequent events for the Plan have been considered through the date of the Independent Auditor's Report, which represents the date the financial statements were available to be issued.

**3 – FAIR VALUE**

The Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities.

The highest priority to quoted market price inputs i.e. Level 1 measurements and the lowest priority to unobservable inputs i.e. Level 3 measurements. The three-tier fair value hierarchy includes the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data, such as quoted prices for similar assets or liabilities or model-derived valuations.

- Level 3: Unobservable inputs that are not corroborated by market data. These inputs reflect a company's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

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

The following tables set forth by level within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2012 and 2011:

| | December 31, 2012' | | | |
|---|---|---|---|---|
| | Fair Value Measurements | | | |
| **Description** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Money market securities | $ 156,260 | $ - | $ - | $ 156,260 |
| Common collective trust (at Fair value) | - | 1,035,773 | - | 1,035,773 |
| Registered Investments companies | 8,361,080 | - | - | 8,361,080 |
| **Investments at fair value** | **$ 8,517,340** | **$ 1,035,773** | **$ -** | **$ 9,553,113** |

| | December 31, 2011' | | | |
|---|---|---|---|---|
| | Fair Value Measurements | | | |
| **Description** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Money market securities | $ 242,160 | $ - | $ - | $ 242,160 |
| Common collective trust (at Fair value) | - | 1,077,204 | - | 1,077,204 |
| Registered Investments companies | 6,721,965 | - | - | 6,721,965 |
| **Investments at fair value** | **$ 6,964,125** | **$ 1,077,204** | **$ -** | **$ 8,041,329** |

**Money Market Securities** – Money market securities are valued at quoted market prices in an exchange and active market and are classified as Level 1 investments.

**Common Collective Trust** – This category includes a common collective trust fund that is designed to deliver safety and stability by preserving and accumulating earnings. This fund is primarily invested in guaranteed investment contracts ("GICs") and synthetic investment contracts. Participant-directed redemptions have no restrictions: however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund. The fair value of this fund has been estimated based on the fair value of the underlying investments contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

**Registered investments companies** – Registered investments companies are valued at fair value as determined by observable Level 1 quoted publicly market prices in an exchange and active market.

**4 – INVESTMENTS**

Individual Investments that represent five percent or more of the Plan's net assets available for benefits at either December 31, 2012 or 2011 are as follows:

| | 2012 | 2011 |
|---|---|---|
| Fidelity Advisor Leveraged Co Stock A | $ 1,257,252 | $ 929,755 |
| Fidelity Advisor Stable Value (at Contract value) * | 1,001,083 | 1,042,814 |
| Franklin Templeton Moderate Allocation A | 781,388 | 738,289 |
| Putnam Voyager A | 686,681 | 605,503 |
| Fidelity Advisor Small Cap Value A | 668,380 | 434,820 |
| Fidelity Advisor Mid cap II A | 513,347 | 445,716 |

The Plan's investments bought, sold, and held during the year, appreciated/ (depreciated) in value by $886,799 and ($661,111) for the years ended December 31, 2012 and 2011 respectively.

* The fair value of the Plan's Investments in the Fidelity Advisor Stable Value was $1,035,773 and $1,077,204 at December 31, 2012 and 2011, respectively.

**5 – CERTIFICATION**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Fidelity Management Trust Company:

| | 2012 | 2011 |
|---|---|---|
| Money market securities | $ 156,260 | $ 242,160 |
| Common collective trust ( at contract value)* | 1,001,083 | 1,042,814 |
| Registered Investments companies | 8,361,080 | 6,721,965 |
| Notes receivable from participants/participant - - loans | 362,007 | 439,662 |
| Net appreciation/(depreciation) in fair - - value of investments | 886,799 | (661,111) |
| Interest on registered investment companies | 219,735 | 195,689 |
| Interest on notes receivable from participants | 25,900 | 31,496 |
| Interest on money market securities | 23 | 27 |

* The fair value of the Plan's Investments in the Common Collective Trust was $1,035,773 and $1,077,204 at December 31, 2012 and 2011, respectively.

**6 – TAX STATUS**

The Plan administrator and trustees believe the Plan as designed is currently in compliance with the applicable requirements of the IRC, and therefore is qualified and the related trust is tax-exempt as of the financial statement date.

Generally Accepted Accounting Principles requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions.

**7 – PARTY-IN-INTEREST TRANSACTIONS**

Certain investments of the Plan are managed by the Fidelity Investments. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

A portion of the Plan's administrative expenses are paid for by Lucky Chances, Inc., the principal Plan sponsor. Other than these, the Plan has no agreements or transactions with any other party-in-interest.

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The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, credit risks and overall market volatility 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 statements of changes in net assets available for benefits.

**9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 9,880,430 | $ 8,446,602 |
| Adjustment from fair value to contract value for fully - benefit responsive investment contracts | 34,690 | 34,389 |
| **Net assets available for benefits per the Form 5500** | **$9,915,120** | **$8,480,991** |

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2012 | 2011 |
|---|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 1,433,828 | $ (185,937) |
| Add: prior-years adjustment from fair value to contract value for fully - benefit responsive investment contracts | (34,389) | (1,338) |
| Less: current- year adjustment from fair value to contract value for fully - benefit responsive investment contracts | 34,690 | 34,389 |
| **Net increase in net assets available for benefits per the form 5500** | **$ 1,434,130** | **$ (152,886)** |

LUCKY EMPLOYEE 401(k) RETIREMENT PLAN
SCHEDULE H; LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR END: DECEMBER 31, 2012

Plan Sponsor: Lucky Chances, Inc., Employer identification number: 94-3199406, Plan number: 001

| (a) | (b) Identity of Issue, Borrower Lessor, or Similar Party | (c) Description of Investment, Including Interest Rate, Collateral, Par, or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Prime Fund | Money market securities | $ 156,260 | $ 156,260 |
| * | Fidelity Advisor Leveraged Co Stock A | Registered Investments companies | ** | 1,257,252 |
| * | Fidelity Advisor Stable Value (Contract Value) | Common collective trust | ** | 1,001,083 |
| | Franklin Templeton Moderate Allocation A | Registered Investments companies | ** | 781,388 |
| | Putnam Voyager A | Registered Investments companies | ** | 686,681 |
| * | Fidelity Advisor Small Cap Value A | Registered Investments companies | ** | 668,380 |
| * | Fidelity Advisor Mid cap II A | Registered Investments companies | ** | 513,347 |
| | Invesco International Small Company A | Registered Investments companies | ** | 471,791 |
| * | Fidelity Advisor Real Estate A | Registered Investments companies | ** | 452,498 |
| | Royce Low Priced Stock K | Registered Investments companies | ** | 436,152 |
| | JPMorgan Core Bond A | Registered Investments companies | ** | 427,107 |
| | Dreyfus S&P 500 Index | Registered Investments companies | ** | 410,819 |
| * | Fidelity Advisor High Income Advantage A | Registered Investments companies | ** | 372,094 |
| | Putnam Equity Income A | Registered Investments companies | ** | 359,403 |
| * | Fidelity Advisor New Insights A | Registered Investments companies | ** | 341,821 |
| * | Fidelity Advisor Freedom 2035 A | Registered Investments companies | ** | 190,068 |
| * | Fidelity Advisor Freedom 2040 A | Registered Investments companies | ** | 149,971 |
| * | Fidelity Advisor Freedom 2030 A | Registered Investments companies | ** | 138,839 |
| * | Fidelity Advisor Freedom 2025 A | Registered Investments companies | ** | 124,133 |
| | Oppenheimer Developing Markets A | Registered Investments companies | ** | 113,212 |
| | Hancock Global Opportunities A | Registered Investments companies | ** | 73,368 |
| * | Fidelity Advisor Freedom 2045 A | Registered Investments companies | ** | 71,332 |
| | Dreyfus Greater China A | Registered Investments companies | ** | 63,116 |
| | Oppenheimer Gold & Special Minerals A | Registered Investments companies | ** | 50,918 |
| * | Fidelity Advisor Freedom 2020 A | Registered Investments companies | ** | 45,974 |
| | Franklin Small Cap Growth A | Registered Investments companies | ** | 33,308 |
| | Ivy Asset Strategy A | Registered Investments companies | ** | 32,031 |
| * | Fidelity Advisor Freedom 2015 A | Registered Investments companies | ** | 31,827 |
| * | Fidelity Advisor Freedom 2010 A | Registered Investments companies | ** | 27,350 |
| * | Fidelity Advisor Freedom Inc | Registered Investments companies | ** | 16,443 |
| | PIMCO Low Duration A | Registered Investments companies | ** | 8,426 |
| | Prudential Jenison Natural Resources A | Registered Investments companies | ** | 7,456 |
| * | Fidelity Advisor Freedom 2050 A | Registered Investments companies | ** | 2,692 |
| * | Fidelity Advisor Freedom 2005 A | Registered Investments companies | ** | 1,883 |
| | Participant loans | Interest rate from 4.25% to 9.25% | | 362,007 |
| | | **Net assets available for benefits** | | **$ 9,880,430** |

* Represents a party-in-interest to the Plan

** Cost information is omitted with respect to participant-directed transactions