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
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1961

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

PINDLER & PINDLER, INC.

11910 POINDEXTER AVENUE
MOORPARK, CA 93021

2b Employer Identification Number (EIN) 95-1851466

2c Sponsor's telephone number 805-531-9090

2d Business code (see instructions) 321900

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.	10/04/2013	S.L. CRAWFORD JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

CURT R. PINDLER

11910 POINDEXTER AVENUE
MOORPARK, CA 93021

3b Administrator's EIN
95-6009159

3c Administrator's telephone number
805-531-9090

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**	172
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**	130
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	153
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	153
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	149
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

OPPENHEIMER & CO.

13-2798343

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 28 33 51	NONE	90384	Yes ☐ No ☒	Yes ☐ No ☒	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

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)	500474	516099
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	21137	33525
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1516079	864956
(2) U.S. Government securities	1c(2)	3705258	3746008
(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)	4598857	6094483
(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)	31010	41330
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(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	10372815	11296401
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	3367	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	3367	
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	10369448	11296401

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)	518085	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		518085
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	719	
(B) U.S. Government securities	2b(1)(B)	127390	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2043	
(F) Other	2b(1)(F)	574	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		130726
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	148798	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		148798
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5651436	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5595040	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		56396
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	476301	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		476301

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1330306
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	312969	
(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)		312969
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)	90384	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		90384
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		403353
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		926953
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MELONI, HRIBAL & TRATNER LLP **(2)** EIN: 95-4649521

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			

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
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

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): 95-6009159

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):

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
DECEMBER 31, 2012 AND 2011

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	**1 - 2**
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	**3**
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012	**4**
NOTES TO FINANCIAL STATEMENTS	**5 - 10**
SUPPLEMENTAL INFORMATION	
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year	**11 - 18**

Supplemental schedules not listed above are omitted because of the absence of conditions under which they are required.

Meloni
Hribal
Tratner
LLP

Certified Public Accountants

WARNER FINANCIAL CENTER
21255 BURBANK BLVD., STE. 250
WOODLAND HILLS, CALIFORNIA 91367
TELEPHONE (818) 587-3730
FACSIMILE (818) 587-3731

Independent Auditors' Report

To The Plan Sponsor
PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Moorpark, California

We have audited the accompanying financial statements of Pindler & Pindler, Inc. Employees' Profit Sharing Plan (the 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Schedule of Assets Held for Investment Purposes at End of Year is presented for the purpose of additional analysis and is not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Meloni Tribal Trainer LLP

August 29, 2013

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS AT FAIR VALUE		
Cash and cash equivalents	$ 864,956	$ 1,515,284
Common stocks	6,094,483	4,598,857
Government obligations	3,746,008	3,705,258
TOTAL INVESTMENTS AT FAIR VALUE	10,705,447	9,819,399
RECEIVABLES		
Employer contributions	516,099	500,474
Notes receivable from participants	41,330	31,010
Other	33,525	18,565
TOTAL RECEIVABLES	590,954	550,049
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,296,401	$ 10,369,448

See accompanying independent auditors' report and notes to financial statements.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS	
Investment activity	
Net appreciation in fair value of investments	$ 532,696
Interest and dividend income	279,525
Total investment activity	812,221
Employer contributions	518,085
Total additions	1,330,306
DEDUCTIONS	
Benefits paid to participants	312,969
Investment advisory and management fees	90,384
Total deductions	403,353
NET INCREASE	926,953
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	10,369,448
End of year	$ 11,296,401

See accompanying independent auditors' report and notes to financial statements.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of Pindler & Pindler, Inc. Employees' Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan and covers all employees not covered by other benefit plans under collective bargaining agreements. It was established by Pindler & Pindler, Inc. (the Employer), effective January 1, 1961. Employees become eligible to participate in the Plan after attaining 6 months of service during the Plan year. Employees are enrolled in the Plan on the first day of the Plan year in which such requirements are satisfied. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Employer may make discretionary contributions to the Plan in an amount determined by the Employer. The profit sharing contribution is allocated among the participants in proportion to each participant's compensation to total compensation of all participants.

Participants may contribute amounts representing distributions or rollovers from other qualified defined benefit or defined contribution plans to the Plan.

Participant Accounts

Each participant's account is credited with an allocation of (a) the Employer's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 reduced by the highest outstanding loan balance in the participant's account during the prior twelve-month period, or 50 percent of their vested account balance. Loan terms range from 1 to 5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Withdrawals

The government places certain restrictions on withdrawals in order to retain the special tax-saving benefits associated with the Plan. The Plan allows withdrawals at retirement, disability, separation of service or upon death. Other withdrawals are available only in cases of immediate and heavy financial hardship, subject to Internal Revenue Service regulations.

Vesting

Benefits available to participants upon termination are composed of the participants' vested interest in the Employer's contributions, if any, and the related accumulated earnings. The Employer's contributions become vested and nonforfeitable at the rate of 16.66 percent for each year of service completed. Full vesting of the Employer's contributions occurs upon the completion of 6 years of service, death, permanent disability, or upon attainment of age 65 while an employee.

Benefit Payments

On termination of service due to retirement or permanent disability, a participant may elect to receive cash in one lump-sum payment or in installments equal to the value of the participant's vested interest in their account. In the event of a participant's death, payment of the vested value of the participant's account is made to his or her beneficiary in cash, in one lump-sum payment or in installments.

Forfeited Amounts

All forfeited Employer contributions are allocated to active Plan participants in the same manner as the Employer profit sharing contributions. As of December 31, 2012 and 2011, forfeited nonvested accounts approximated $19,000 and $40,000, respectively.

Plan Termination

Although it has not expressed any intent to do so, the Employer 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 would become 100 percent vested in their accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investments and Valuation Techniques

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements.

Shares of common stocks and government obligations are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Cash and cash equivalents are recorded at cost, which approximates market value.

Net appreciation in fair value of investments includes realized and unrealized gains and losses on investments sold or held during the year.

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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the plan document.

Expenses

Noninvestment costs, accounting, and administrative expenses of the Plan are paid by the Employer, which is a party-in-interest. These expenses, which are not reflected in the accompanying financial statements, constitute exempt party-in-interest transactions. Investment advisory and management fees are paid by the Plan and are reflected in the Statement of Changes in Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

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

NOTE 3 - INVESTMENTS

As of December 31, 2012 and 2011, the Federal Home Loan Bank Note, with a market value of approximately $1,800,000, represented 5 percent or more of the plan's net assets.

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

Common stocks	$ 565,821
Government obligations	(33,125)
	$ 532,696

NOTE 4 - TAX STATUS

The Plan obtained its latest determination letter on August 7, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Employer believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2012. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair Value Measurements 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 (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active and inactive markets, and inputs other than quoted prices that are observable for the asset or liability for substantially the full term of the financial instrument, and inputs that are derived from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of the end of the plan year:

	December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 864,956	$ -	$ -	$ 864,956
Common stocks	6,094,483	-	-	6,094,483
Government obligations	3,746,008	-	-	3,746,008
Total investment assets at fair value	$ 10,705,447	$ -	$ -	$ 10,705,447

NOTE 5 - FAIR VALUE MEASUREMENTS (continued**)**

	December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 1,515,284	$ -	$ -	$ 1,515,284
Common stocks	4,598,857	-	-	4,598,857
Government obligations	3,705,258	-	-	3,705,258
Total investment assets at fair value	$ 9,819,399	$ -	$ -	$ 9,819,399

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - SUBSEQUENT EVENT

The date to which events occurring after December 31, 2012 have been evaluated for possible adjustment to the financial statements or disclosure is August 29, 2013, the date on which the financial statements were issued.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Plan: 001
TAX ID# 95-1851466
December 31, 2012
Schedule H, Line 4i- Schedule of Assets Held for Investment Purposes at End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including, maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
105227	Highmark Diversified Money Market	Cash & Cash Equivalents	$ 105,227	$ 105,227
17886	Primary Liquidity Fund	Cash & Cash Equivalents	17,886	17,886
22644	Primary Liquidity Fund	Cash & Cash Equivalents	22,644	22,644
18954	Primary Liquidity Fund	Cash & Cash Equivalents	18,954	18,954
73812	Primary Liquidity Fund	Cash & Cash Equivalents	73,812	73,812
8767	Primary Liquidity Fund	Cash & Cash Equivalents	8,767	8,767
34418	Primary Liquidity Fund	Cash & Cash Equivalents	34,418	34,418
12712	Primary Liquidity Fund	Cash & Cash Equivalents	12,712	12,712
67470	Primary Liquidity Fund	Cash & Cash Equivalents	67,470	67,470
453966	Union Bank Money Market	Cash & Cash Equivalents	453,966	453,966
49100	Union Bank Cash Balance	Cash & Cash Equivalents	49,100	49,100
TOTAL CASH & CASH EQUIVALENTS			864,956	864,956
350	3M Company	Common Stock	21,868	32,498
82	A 0 Smith Corp	Common Stock	3,744	5,172
1435	A H Belo Corp Ser A	Common Stock	10,898	11,006
954	Abb Ltd	Common Stock	17,487	19,834
253	Acadia Healthcare Co Inc	Common Stock	5,703	5,908
610	Accenture Plc Ireland CI A	Common Stock	22,258	40,565
476	Acme Packet Inc	Common Stock	12,169	10,529
107	Acorda Therapeutics Inc	Common Stock	2,649	2,660
273	Actuant Corp CI A New	Common Stock	6,511	7,619
146	Actuant Corp CI A New	Common Stock	4,021	4,075
719	Adobe Systems Inc	Common Stock	27,173	27,092
905	Aetna Inc New	Common Stock	38,070	41,911
68	Affiliated Managers Group Inc	Common Stock	5,773	8,850
800	Agilent Technologies Inc	Common Stock	32,602	32,752
65	Agrium Inc	Common Stock	2,131	6,492
112	Alaska Air Group Inc	Common Stock	4,411	4,826
164	Align Technology Inc	Common Stock	3,974	4,551
239	Alkermes Plc	Common Stock	4,125	4,426
295	Allergan Inc	Common Stock	27,474	27,060
47	Alliance Data System Corp	Common Stock	6,359	6,804
1139	Allstate Corp	Common Stock	37,526	45,754
316	Alpha Natural Resources Inc	Common Stock	2,944	3,078
1500	Altria Group Inc	Common Stock	33,467	47,160
89	Amc Networks Inc CI A	Common Stock	4,619	4,406
310	Amcor Ltd-Adr New	Common Stock	4,862	10,389
185	American Cap Mtg Invt Corp	Common Stock	4,603	4,360
940	American Intl Group Inc	Common Stock	32,434	33,182
470	American Tower REIT	Common Stock	25,384	36,317
161	Ann Inc	Common Stock	3,202	5,448
71	Apple Inc	Common Stock	9,583	37,784
79	Armstrong World Inds Inc	Common Stock	3,191	4,008
302	Ascena Retail Group Inc	Common Stock	6,287	5,578
453	Astellas Pharma Inc	Common Stock	15,615	20,302
1100	Astrazeneca Plc Sponsored Adr	Common Stock	50,465	51,997
1550	At&T Inc	Common Stock	44,423	52,251
44	Athena Health Inc	Common Stock	3,305	3,225
119	Atwood Oceanics Inc	Common Stock	4,693	5,449
282	Auxilium Pharmaceuticals Inc	Common Stock	5,753	5,228
888	Avery Dennison Corp	Common Stock	27,240	31,009
60	Axa-Uap-Sponsored Adr	Common Stock	1,928	1,056
225	B & G Foods Inc	Common Stock	6,559	6,370
407	Baker Hughes Inc	Common Stock	16,945	16,625
95	Ball Corp	Common Stock	3,465	4,251
140	Bally Technologies Inc	Common Stock	4,938	6,259

197	Banco Latinoamericano de Expo	Common Stock	4,396	4,247
1318	Banco Santander Central Hispa	Common Stock	9,702	10,768
4922	Bank Of Amer Corp	Common Stock	43,364	57,144
157	Barnes Group Inc	Common Stock	3,368	3,526
70	Basf Ag Spons Adr	Common Stock	4,902	6,566
673	Baxter International Inc	Common Stock	37,083	44,862
1110	Bb&T Corp	Common Stock	32,861	32,312
179	Beacon Roofing Supply Inc	Common Stock	5,689	5,957
520	Bed Bath & Beyond Inc	Common Stock	34,448	29,073
845	Bg Group Plc Adr Fin Inst New	Common Stock	3,640	13,907
125	Bhp Limited Sponsored Adr	Common Stock	10,388	9,803
80	Biomarin Pharmaceutical Inc	Common Stock	3,895	3,936
425	Boeing Co	Common Stock	19,810	32,028
617	Bp Plc Spon Adr	Common Stock	32,151	25,692
65	British American Tobacco Adr	Common Stock	4,585	6,581
346	Brookdale Sr Living Inc	Common Stock	5,793	8,761
60	Brookfield Asset Mgmt Inc	Common Stock	2,056	2,199
187	Brown & Brown Inc	Common Stock	4,869	4,761
273	Bruker	Common Stock	3,384	4,160
216	Brunswick Corp	Common Stock	5,110	6,283
90	Buffalo Wild Wings Inc	Common Stock	6,728	6,554
648	Cadence Design Systems Inc	Common Stock	6,217	8,754
691	Cadence Design Systems Inc	Common Stock	6,592	9,335
400	Canadian National Railway	Common Stock	17,220	36,404
80	Canadian National Railway	Common Stock	4,006	7,281
157	Canadian Natural Resources	Common Stock	7,217	4,533
100	Canadian Pacific Railway Ltd	Common Stock	6,381	10,162
799	Canon Inc-Adr New Repstg 5 Sh	Common Stock	22,538	31,329
514	Capital One Financial Corp	Common Stock	25,349	29,776
988	Carnival Corp Common Paired	Common Stock	34,560	36,329
4924	Carrefour SA	Common Stock	30,250	25,260
162	Catamaran Corp	Common Stock	7,747	7,630
270	Cavium Inc	Common Stock	8,292	8,427
640	Cbeyond Inc	Common Stock	4,175	5,786
65	Centene Corp	Common Stock	2,837	2,665
160	Centene Corp	Common Stock	6,700	6,560
147	Cepheid	Common Stock	5,507	4,977
142	Chart Industries Inc	Common Stock	8,089	9,470
272	Chemtura Corp	Common Stock	5,500	5,783
384	Chemtura Corp	Common Stock	6,080	8,164
430	Chevron Corp New	Common Stock	30,638	46,500
432	Chicos Fas Inc	Common Stock	6,367	7,975
108	Childrens Place Retail Stores	Common Stock	5,173	4,783
316	Ciena Corp	Common Stock	6,343	4,961
452	Ciena Corp	Common Stock	5,964	7,096
1600	Cisco Systems Inc	Common Stock	30,540	31,439
1260	Citigroup Inc	Common Stock	44,760	49,846
215	Citrix Systems Inc	Common Stock	13,954	14,108
128	Clean Harbors Inc	Common Stock	5,316	7,041
149	Clearwater Paper Corp	Common Stock	5,262	5,835
385	Coach Inc	Common Stock	23,009	21,371
890	Coca Cola Co	Common Stock	25,672	32,263
320	Colgate Palmolive Co	Common Stock	20,095	33,453
910	Comcast Corp New CI A	Common Stock	33,019	33,998
109	Commvault Systems Inc	Common Stock	5,691	7,593
855	Conocophillips	Common Stock	40,352	49,581
30	Core Laboratories NV	Common Stock	2,110	3,279
55	Covance Inc	Common Stock	2,587	3,177
166	Crown Holdings Inc	Common Stock	5,345	6,110
63	Cubist Pharmeceuticals Corp	Common Stock	2,084	2,649
265	Cummins Engine Co Inc	Common Stock	26,705	28,713
89	Cytec Industries Inc	Common Stock	4,661	6,126
306	Dana Holding Corp	Common Stock	3,171	4,777
215	Dealertrack Holdings Inc	Common Stock	6,032	6,175
1823	Deutsche Telekom Ag Adr	Common Stock	31,208	20,658
410	Diageo Plc-Sponsored Adr New	Common Stock	22,314	47,798
70	Diageo Plc-Sponsored Adr New	Common Stock	5,176	8,161
720	Dollar Tree Inc	Common Stock	29,591	29,203
550	Dominion Resources Inc VA New	Common Stock	22,709	28,490

127	Dsw Inc CI A	Common Stock	6,668	8,343
222	Dunkin Brands Group Inc	Common Stock	6,225	7,366
820	E I Du Pont de Nemours & Co	Common Stock	33,373	36,882
102	Eagle Materials Inc	Common Stock	3,996	5,967
87	Eaton Corp Plc	Common Stock	4,506	4,714
755	Ebay Inc Corn	Common Stock	34,551	38,503
2140	Electronic Arts Inc	Common Stock	33,533	31,073
858	Eli Lilly & Co	Common Stock	35,306	42,317
1200	Eli Lilly & Co	Common Stock	51,747	59,184
1180	Emc Corp-Mass	Common Stock	20,035	29,854
391	Eni Spa-Sponsored Adr	Common Stock	17,120	19,214
121	Epr Pptys	Common Stock	5,374	5,579
405	Estee Lauder Companies Inc CI A	Common Stock	25,121	24,243
780	Exco Resources Inc	Common Stock	6,001	5,281
493	Exelis Inc	Common Stock	5,332	5,556
410	Exxon Mobil Corp	Common Stock	23,910	35,486
52	Factset Research Systems Inc	Common Stock	4,891	4,579
1574	Felcor Lodging Trust Inc	Common Stock	6,543	7,351
20	Fibria Celulose SA	Common Stock	1,160	227
323	Finisar Corp	Common Stock	4,767	5,262
991	First Horizon Natl Corp	Common Stock	9,726	9,821
488	Firstmerit Corp	Common Stock	7,855	6,925
407	Fith & Pac Cos Inc	Common Stock	4,293	5,067
396	Fith Street Finance Corp	Common Stock	4,180	4,126
293	Fortinet Inc	Common Stock	5,983	6,159
447	Fortune Brands Home & Security	Common Stock	8,984	13,061
395	Foster Wheeler Ag	Common Stock	8,818	9,606
1826	France Telecom Sponsored Adr	Common Stock	35,119	20,177
93	Fresh Mkt Inc	Common Stock	4,768	4,472
184	Fusion-lo Inc	Common Stock	4,215	4,219
153	Gartner Group New Inc CI A	Common Stock	5,812	7,041
394	Gdf Suez Spns Adr	Common Stock	13,448	8,090
1550	General Electric Co	Common Stock	31,892	32,535
2150	General Electric Co	Common Stock	50,718	45,129
104	Genesee & Wyoming Inc-CI A	Common Stock	3,309	7,912
77	Genesee & Wyoming Inc-CI A	Common Stock	4,487	5,858
580	Genuine Parts Co	Common Stock	24,990	36,876
592	Glaxo Smithkline Plc Spn Adr	Common Stock	28,031	25,734
174	Gnc Hldgs Inc CI A	Common Stock	3,876	5,791
44	Google Inc CI A	Common Stock	26,420	31,125
194	Gulfport Energy Corp	Common Stock	7,413	7,415
750	H _I Heinz Co	Common Stock	31,972	43,260
118	Hain Celestial Group Inc	Common Stock	3,630	6,398
117	Hain Celestial Group Inc	Common Stock	5,160	6,344
296	Hancock Holding Co	Common Stock	9,937	9,392
783	Harry Winston Diamond Corp	Common Stock	11,023	11,017
1050	Hcp Inc	Common Stock	36,665	47,418
790	Health Care REIT Inc	Common Stock	38,153	48,419
134	Healthsouth Corp	Common Stock	3,525	2,829
2617	Hercules Offshore Inc	Common Stock	10,901	16,147
1442	Hewlett Packard Co	Common Stock	25,801	20,549
335	Hexcel Corp New	Common Stock	7,853	9,032
194	Hms HIdgs.Corp	Common Stock	5,077	5,028
75	Home Properties Of New York	Common Stock	4,505	4,598
810	Hsbc Holdings Plc Adr	Common Stock	37,294	42,987
244	Icon Plc-Sponsored Adr Repstg	Common Stock	5,251	6,773
126	Idex Corp	Common Stock	4,362	5,863
81	Illumina Inc	Common Stock	3,942	4,503
260	Imax Corp	Common Stock	5,078	5,845
155	Ingersoll-Rand Plc	Common Stock	6,044	7,434
1650	Intel Corp	Common Stock	39,386	34,023
220	Intl Business MacHines Corp	Common Stock	22,345	42,141
123	Intl Business MacHines Corp	Common Stock	23,982	23,561
92	Intuitive Surgical Inc	Common Stock	24,364	45,114
91	Itc Holding Corp	Common Stock	4,785	6,999
1066	J P Morgan Chase & Co	Common Stock	41,832	46,871
640	J P Morgan Chase & Co	Common Stock	29,491	28,140
133	Jarden Corporation	Common Stock	5,809	6,876
309	Jds Uniphase Corp	Common Stock	3,606	4,172

471	Jds Uniphase Corp	Common Stock	4,907	6,359
485	Johnson & Johnson	Common Stock	32,414	33,999
770	Johnson & Johnson	Common Stock	47,448	53,977
68	Jones Lang Lasalle Inc	Common Stock	4,570	5,708
95	Kaiser Aluminum Corp	Common Stock	4,691	5,861
938	Kao Corp Spns Adr	Common Stock	24,825	24,398
100	Kennametal Inc	Common Stock	4,005	4,000
795	Key Energy Services Inc	Common Stock	8,768	5,525
590	Kimberly Clark Corp	Common Stock	41,954	49,814
495	Kodiak Oil And Gas Corp	Common Stock	4,655	4,381
1694	Koninklijke Ahold NV	Common Stock	21,942	22,635
303	Kraft Foods Group Inc	Common Stock	10,397	13,777
433	Krat Foods Group Inc	Common Stock	15,490	19,689
116	lac Interactive Corp	Common Stock	4,147	5,480
201	Lam Research Corp	Common Stock	4,586	7,262
1321	lberdrola SA	Common Stock	32,940	29,224
114	Life Time Fitness Inc	Common Stock	4,813	5,610
121	Life Time Fitness Inc	Common Stock	3,601	5,954
144	Lincoln Electric Co	Common Stock	6,862	7,010
1819	Lincoln National Corp	Common Stock	46,658	47,112
94	Lindsay Manufacturing Co	Common Stock	6,567	7,531
262	Lithia Motors Inc	Common Stock	8,059	9,804
332	Lkq Corp	Common Stock	2,905	7,005
1859	Magnum Hunter Res Corp Del	Common Stock	9,943	7,417
584	Manitowoc Co Inc	Common Stock	8,080	9,157
60	Manulife Financial Corp	Common Stock	2,192	815
189	Marriott Vacations Worldwide	Common Stock	5,971	7,876
828	McGraw Hill Inc	Common Stock	34,534	45,267
86	Medivation Inc	Common Stock	4,011	4,400
67	Mellanox Technologies Ltd	Common Stock	1,513	3,978
1300	Merck & Co Inc New	Common Stock	45,402	53,222
116	Micros Systems Inc	Common Stock	5,709	4,923
224	Microsemi Corp CI A	Common Stock	4,176	4,713
905	Microsoft Corp	Common Stock	26,677	24,172
1450	Microsoft Corp	Common Stock	40,233	38,729
1500	Microsot Corp	Common Stock	43,451	40,065
910	Mondelez Intl Inc	Common Stock	19,370	23,162
1300	Mondelez Intl Inc	Common Stock	28,858	33,089
440	Monsanto Co	Common Stock	32,867	41,646
159	Mrc Global Inc	Common Stock	3,949	4,417
236	Myraid Genetics Inc	Common Stock	4,483	6,431
435	Nabors Industries Ltd New	Common Stock	17,421	6,286
470	National - Oilwell Inc	Common Stock	30,718	32,125
307	National Grid Plc Sp Adr	Common Stock	15,275	17,634
167	Nestle Sa-Sponsored Adr	Common Stock	7,684	10,874
90	Netsuite Inc	Common Stock	5,867	6,057
710	Nextera Energy Inc	Common Stock	37,282	49,125
250	Noble Corporation Baar Namen	Common Stock	16,018	8,705
271	Northwest Bancshares Inc MD	Common Stock	3,343	3,290
634	Novartis Ag-Sponsored Adr	Common Stock	35,409	40,132
90	Novartis Ag-Sponsored Adr	Common Stock	4,784	5,697
5	Nvr Inc	Common Stock	4,323	4,600
129	Oasis Pete Inc	Common Stock	4,141	4,102
236	Oasis Pete Inc	Common Stock	6,862	7,505
94	Oceaneering International Inc	Common Stock	4,894	5,056
95	Oil States Intl Inc	Common Stock	6,463	6,796
763	Omnicom Group Inc	Common Stock	37,292	38,119
620	On Semiconductor Corp	Common Stock	3,989	4,371
48	Onyx Pharmaceuticals Inc	Common Stock	4,062	3,625
120	Opentable Inc	Common Stock	5,170	5,856
247	Optimer Pharmaceuticals Inc	Common Stock	3,154	2,235
478	Orient-Express Hotels Ltd CI	Common Stock	5,220	5,588
30	Partnerre Hldgs Ltd	Common Stock	2,173	2,415
356	Pebblebrook Hotel Trust	Common Stock	8,262	8,224
271	Perkinelmer Inc	Common Stock	6,604	8,602
265	Perrigo Co	Common Stock	27,451	27,568
100	Petrochina Corp Ads	Common Stock	5,084	14,378
59	Pharmacyclics Inc	Common Stock	3,190	3,409
490	Philip Morris Intl Inc	Common Stock	22,233	40,984

765	Pinnacle Entertainment Inc	Common Stock	7,909	12,110
455	Pioneer Energy Svcs Corp	Common Stock	5,703	3,303
339	Ployone Corp	Common Stock	5,080	6,922
195	Potash Corp Of Saskatchewan	Common Stock	8,427	7,935
310	Praxair Inc	Common Stock	14,188	33,930
190	Precision Castparts Corp	Common Stock	30,942	35,990
72	Pvh Corp	Common Stock	3,372	7,993
604	Qbe Ins Group Litd	Common Stock	7,380	6,835
253	Qlik Technologies Inc	Common Stock	5,860	5,495
444	Qlik Technologies Inc	Common Stock	9,824	9,644
615	Qua Icomm Inc	Common Stock	29,208	38,044
136	Questcor Pharmaceuticals Inc	Common Stock	5,629	3,634
2559	R R Donnelley & Sons Co	Common Stock	35,948	23,005
820	Raytheon Co Corn New	Common Stock	42,331	47,199
641	Reed Elsevier NV Adr	Common Stock	19,224	18,961
2016	Rf Micro Devices Inc	Common Stock	9,201	9,032
170	Rio Tinto Plc SpA Adr	Common Stock	14,180	9,875
401	Riverbed Technology Inc	Common Stock	7,230	7,908
247	Robert Half International Inc	Common Stock	7,731	7,860
1393	Robert Half International Inc	Common Stock	44,076	44,325
117	Rockwood Hldgs Inc	Common Stock	3,152	5,787
345	Roper Industries Inc New	Common Stock	34,132	38,461
600	Royal Dutch Shell Plc Adr B	Common Stock	43,336	42,534
253	Royal Dutch Shell Plc Spons	Common Stock	13,140	17,444
40	Royal Gold Inc	Common Stock	3,618	3,254
669	Rwe Ag-Sponsored Adr Repstg	Common Stock	25,106	27,554
124	Ryman Hospitality Pptys Inc	Common Stock	4,925	4,769
221	Ryman Hospitality Pptys Inc	Common Stock	5,570	8,500
724	Sanofi-Aventis Adr	Common Stock	24,556	34,303
120	Sba Communications Corp CI A	Common Stock	4,303	8,518
400	Schlumberger Ltd	Common Stock	25,092	27,719
105	Schlumberger Ltd	Common Stock	10,942	7,276
1850	Sealed Air Corp New	Common Stock	29,974	32,394
100	Seattle Genetics Inc	Common Stock	1,940	2,317
406	Seven & I Hldgs Co Ltd	Common Stock	18,960	22,886
1187	Sinclair Broadcast Group Inc	Common Stock	11,171	14,980
636	Singapore Telecommunication L	Common Stock	14,007	17,182
69	Sirona Dental Systems Inc	Common Stock	2,964	4,448
134	Six Flags Entmt Corp New	Common Stock	6,690	8,201
165	Skyworks Solutions Inc	Common Stock	2,164	3,350
132	Sm Energy Co	Common Stock	7,074	6,892
1151	Societe Generale Sponsrd Adr	Common Stock	17,033	8,601
154	Solar Cap Ltd	Common Stock	3,585	3,682
103	Sothebys Holdings Inc-CI A	Common Stock	3,077	3,463
91	Sovran Self Storage Inc	Common Stock	4,243	5,651
73	Spx Corp	Common Stock	4,971	5,121
2915	Staples Inc	Common Stock	41,620	33,231
226	State Street Corp	Common Stock	10,213	10,624
170	Suncor Energy Inc	Common Stock	10,076	5,607
86	Svb Financial Group	Common Stock	4,898	4,813
1753	Synovus Financial Corp	Common Stock	4,341	4,295
1230	Taiwan Semiconductor Mfg Co L	Common Stock	12,013	21,107
1250	Takeda Pharmaceutical Co Ltd	Common Stock	31,634	27,865
115	Talisman Energy Inc	Common Stock	2,482	1,303
126	Tanger Factory Outlet	Common Stock	4,029	4,309
63	Taubman Centers Inc	Common Stock	4,657	4,959
1139	Te Connectivity Ltd	Common Stock	42,354	42,280
95	Teck Cominco Ltd CI B	Common Stock	4,376	3,453
1733	Telefonica SA Sponsored Adr	Common Stock	25,013	23,378
165	Tenaris SA Sponsored Adr	Common Stock	11,151	6,917
261	Tenet Healthcare Corp	Common Stock	6,812	8,475
579	Teradyne Inc W/Rts To Pur C/Stk	Common Stock	7,428	9,779
1769	Tesco Plc-Sponsored Adr	Common Stock	33,862	28,985
284	Tetra Tech Inc New	Common Stock	7,134	7,517
395	Teva Pharmaceutical Ind	Common Stock	18,174	14,749
145	Texas Capital Bancshares Inc	Common Stock	6,524	6,499
332	Texas Roadhouse Inc CI A	Common Stock	5,736	5,578
130	Theravance Inc	Common Stock	2,905	2,891
97	Thoratec Corp New	Common Stock	2,748	3,639

273	Time Warner Cable Inc	Common Stock	20,698	26,533
343	Titan International Inc	Common Stock	6,006	7,450
1160	Tjx Companies Inc New	Common Stock	25,377	49,242
975	Tokio Marine Hldgs Inc	Common Stock	21,348	26,871
1016	Tokyo Electron Ltd Adr	Common Stock	12,478	11,559
561	Total Fina S.A Ads Rpstg 1/2	Common Stock	25,604	29,178
83	Towers Watson & Co CI A	Common Stock	4,223	4,665
228	Toyota Motor Corp Adr New	Common Stock	14,805	21,261
100	Transocean Ltd Zub	Common Stock	13,934	4,466
550	Travelers Companies Inc	Common Stock	32,821	39,501
670	Travelers Companies Inc	Common Stock	35,529	48,119
57	Trimble Navigation Ltd	Common Stock	1,722	3,407
222	Trinity Industries Inc	Common Stock	7,283	7,952
1432	Triquint Semiconductor Inc	Common Stock	8,399	6,917
118	Triumph Group Inc New	Common Stock	7,459	7,705
146	Triumph Group Inc New	Common Stock	7,652	9,534
520	Ttm Technologies	Common Stock	5,506	4,779
104	Tupperware Corp	Common Stock	3,270	6,666
144	Tw Telecom Inc	Common Stock	3,514	3,668
594	Two Harbors Invt Corp	Common Stock	6,143	6,582
126	Tyler Technologies Inc	Common Stock	5,181	6,103
150	Ubs Ag	Common Stock	3,434	2,361
61	Ulta Salon Cosmetics And Frag IN	Common Stock	5,682	5,994
1250	Unilever	Common Stock	32,206	47,875
125	Unilever	Common Stock	3,611	4,788
812	Unilever Plc Sponsored Adr	Common Stock	18,830	31,441
100	United Natural Foods Inc	Common Stock	4,131	5,359
477	United Overseas Bank Ltd	Common Stock	10,670	15,472
374	United Parcel Svc Inc CI B	Common Stock	25,227	27,575
146	United Rentals Inc	Common Stock	3,197	6,646
500	United Technologies Corp	Common Stock	25,006	41,005
121	Universal Health Services Inc CI	Common Stock	4,881	5,850
389	Usg Corp New	Common Stock	8,335	10,919
186	V F Corp	Common Stock	27,156	28,080
225	Vale S A Adr	Common Stock	8,267	4,716
97	Valspar Corp	Common Stock	5,659	6,053
254	Vera Bradley Inc	Common Stock	7,145	6,375
930	Verizon Communications	Common Stock	28,631	40,241
1745	Vinci SA Adr	Common Stock	20,910	20,682
180	Vivus Inc	Common Stock	4,104	2,416
1400	Vodafone Group Plc Adr	Common Stock	38,248	35,266
773	Vodafone Group Plc Adr	Common Stock	16,905	19,472
199	Volcano Corporation	Common Stock	5,395	4,698
78	Wabco Hldgs Inc	Common Stock	4,062	5,085
177	Warner Chilcotti PI CI A	Common Stock	2,308	2,131
215	Waste Connections Inc	Common Stock	4,627	7,265
55	Watsco Inc	Common Stock	4,052	4,120
275	Weatherford International Ltd	Common Stock	12,530	3,077
80	Weight Watchers Intl Inc New	Common Stock	4,470	4,189
736	Western Alliance Bancorp	Common Stock	4,768	7,750
98	Wex Inc	Common Stock	3,645	7,386
421	Whirlpool Corp	Common Stock	25,360	42,837
192	Whitewave Food Co CI A	Common Stock	3,152	2,984
75	Whiting Petroleum Corp	Common Stock	3,263	3,253
196	Wintrust Financial Corp	Common Stock	6,074	7,193
393	Wms Industries Inc	Common Stock	7,724	6,878
185	Woodward Governor Co	Common Stock	6,411	7,054
207	Wpx Energy Inc	Common Stock	3,301	3,080
1081	Wpx Energy Inc	Common Stock	16,406	16,085
6269	Xerox Corp	Common Stock	45,984	42,755
10	Yara Intl Adr	Common Stock	888	492
306	Zions Bancorporation	Common Stock	6,649	6,548
734	Zurich Ins Group Ltd	Common Stock	17,446	19,518
TOTAL COMMON STOCKS			5,350,457	6,094,483
40580	Fed Home Ln Mtg Corp PI C0-9007 0.035 08/01/2042	Government Obligation	42,913	43,275
36000	Federal Home Ln Mtg Corp Partn 0.025 12/01/2027	Government Obligation	37,564	37,639

8878	Federal Home Ln Mtg Corp Partn 0.055 03/01/2039	Government Obligation	9,712	9,591
66000	Federal Home Loan Mtg Corp 0.01 06/29/2017	Government Obligation	66,021	66,820
33239	Federal Natl Mtg Assn Gtd Mtg 0.025 09/01/2027	Government Obligation	34,961	34,841
6000	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	6,284	6,297
12000	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	12,556	12,558
34837	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	36,454	36,455
39736	Federal Natl Mtg Assn Gtd Mtg 0.035 09/01/2042	Government Obligation	42,604	42,572
19539	Fg Pool G02596 0.06 01/01/2037	Government Obligation	21,222	21,294
15480	Fhlmc PC Gold Comb 30 PI G0-3941 0.06 02/01/2038	Government Obligation	16,568	16,846
32077	Fhlmc PC Gold Comb 30 PI Go-6085 0.065 09/01/2038	Government Obligation	35,104	35,981
5959	Fhlmc PC PI 01-0714 0.035 09/01/2042	Government Obligation	6,344	6,355
45952	Fhlmc PC PI G0-3551 0.06 11/01/2037	Government Obligation	49,248	50,008
23722	Fhlmc PC PI G0-4593 0.055 01/01/2037	Government Obligation	25,612	25,752
14709	Fn Pool Ma1204 0.035 10/01/2042	Government Obligation	15,688	15,727
33927	Fnma Pass Thru PI 735930 0.055 12/01/2018	Government Obligation	36,442	36,438
5562	Fnma Pass Thru PI 888873 0.065 08/01/2037	Government Obligation	5,960	6,228
6955	Fnma Pass Thru PI 995112 0.055 07/01/2036	Government Obligation	7,551	7,609
30469	Fnma Pass Thru PI A07617 0.03 06/01/2027	Government Obligation	31,918	32,441
33074	Fnma Pass Thru PI A07628 0.03 06/01/2027	Government Obligation	34,647	35,215
18819	Fnma Pass Thru PI A08180 0.03 09/01/2042	Government Obligation	19,753	19,739
31382	Fnma Pass Thru PI A10152 0.06 06/01/2040	Government Obligation	34,405	34,357
27790	Fnma Pass Thru PI A11013 0.055 01/01/2037	Government Obligation	30,124	30,543
43867	Fnma Pass Thru PI Ab0532 0.055 12/01/2038	Government Obligation	47,508	47,937
58640	Fnma Pass Thru PI Ab6292 0.03 09/01/2027	Government Obligation	62,286	61,977
32296	Fnma Pass Thru PI Ae0443 0.065 10/01/2039	Government Obligation	36,195	36,258
11943	Fnma Pass Thru PI Ap2181 0.035 08/01/2042	Government Obligation	12,723	12,769
13907	Fnma Pass Thru PI Ap3755 0.035 08/01/2042	Government Obligation	14,815	14,869
8942	Fnma Pass Thru PI Ap3775 0.03 09/01/2042	Government Obligation	9,386	9,379
31851	Fnma Pass Thru PI Ap4980 0.035 09/01/2042	Government Obligation	33,932	34,055
10616	Fnma Pass Thru PI Ap4981 0.035 08/01/2042	Government Obligation	11,310	11,351
36287	Fnma Pass Thru PI Ap7534 0.025 09/01/2027	Government Obligation	37,672	37,973
618	Fnma Pass Thru PI CI745875 0.065 09/01/2036	Government Obligation	696	694
14321	Fnma Pass Thru PI CI745932 0.065 11/01/2036	Government Obligation	15,943	16,065
25049	Fnma Pass Thru Pool 735439 0.06 09/01/2019	Government Obligation	27,075	26,938
23380	Fnma Pass Thru Pool 745238 0.06 12/01/2020	Government Obligation	25,323	24,847
20706	Fnma Pass Thru Pool A07454 0.03 09/01/2027	Government Obligation	21,923	21,885
22786	Fnma Pass Thru Pool Ab6632 0.035 10/01/2042	Government Obligation	24,324	24,362
19894	Fnma Pass Thruu PI Ap7581 0.03 09/01/2042	Government Obligation	20,882	20,866
6811	Fnma Pass-Thru 30 Yr PI 889579 0.06 05/01/2038	Government Obligation	7,499	7,460
58234	Fnma Pass-Thru Int 15 Y Aj8866 0.025 11/01/2027	Government Obligation	61,050	60,940
45361	Fnma Pass-Thru Int 15 Y Aq4381 0.025 11/01/2027	Government Obligation	47,558	47,468
70789	Fnma Pass-Thru Lng 30 Y Ap8808 0.03 11/01/2042	Government Obligation	74,694	74,250
46818	Fnma Passthru Lng 30Y Pl# Ab6737 0.03 10/01/2042	Government Obligation	49,299	49,175
34883	Fnma Passthru Lng 30Y Pl# Ap3901 0.03 10/01/2042	Government Obligation	36,594	36,694
26805	Fnma Passthru Lng 30Yr PI Ab3867 0.035 11/01/2041	Government Obligation	27,406	28,819
44832	Fnma Pool# Ai8596 0.03 10/01/2042	Government Obligation	47,150	47,023
76000	U S Treasury Notes 0.00375 07/31/2013	Government Obligation	76,082	76,107
7000	U S Treasury Notes 0.0225 05/31/2014	Government Obligation	7,197	7,199
66000	U S Treasury Notes 0.0225 07/31/2018	Government Obligation	70,042	71,089
88000	U S Treasury Notes 0.03125 05/15/2021	Government Obligation	100,653	99,790
50000	United States Treas Nts 0.00375 03/15/2015	Government Obligation	50,070	50,102
3000	United States Treas Nts 0.01 09/30/2016	Government Obligation	3,057	3,057
9000	United States Treas Nts 0.0125 09/30/2015	Government Obligation	9,224	9,225
75000	United States Treas Nts 0.01375 09/30/2018	Government Obligation	77,007	77,098
47000	United States Treas Nts 0.01625 11/15/2022	Government Obligation	47,175	46,486
39000	United States Treas Nts 0.02 11/15/2021	Government Obligation	40,442	40,478
11000	United States Treas Nts 0.02 11/30/2013	Government Obligation	11,180	11,181
12000	United States Treas Nts 0.02375 07/31/2017	Government Obligation	12,941	12,940
5000	United States Treas Nts 0.025 06/30/2017	Government Obligation	5,418	5,417
3000	United States Treas Nts 0.0275 02/28/2018	Government Obligation	3,306	3,305
11000	United States Treasury Notes 0.025 04/30/2015	Government Obligation	11,559	11,560
1,800,000	Fedl Home Loan Banks 03.12500% 9/21/2020 Cons Bond	Government Obligation	1,800,004	1,802,340
TOTAL GOVERNMENT OBLIGATIONS			3,738,254	3,746,008
		SUBTOTAL	9,953,668	10,705,447

NOTES RECEIVABLE FROM PARTICIPANTS	Notes receivable from participants, bearing interest at rates that range from 5.75% to 8.00%, payable in biweekly principal and interest payments over terms ranging from one to five years or longer for principal residence.	-	41,330
		$ 9,953,668	$ 10,746,778

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
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▸ 001

1c Effective date of plan 01/01/1961

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

11910 POINDEXTER AVENUE

MOORPARK, CA 93021

2b Employer Identification Number (EIN) 95-1851466

2c Sponsor's telephone number (805) 531-9090

2d Business code (see instructions) 321900

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	V.L. Crawford	10-1-13	S.L. Crawford Jr.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

CURT R. PINDLER

11910 POINDEXTER AVENUE

MOORPARK, CA 93021

3b Administrator's EIN
95-6009159

3c Administrator's telephone number
(805) 531-9090

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**	172
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**	130
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	153
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	153
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	149
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 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)

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Plan: 001
TAX ID# 95-1851466
December 31, 2012
Schedule H, Line 4i- Schedule of Assets Held for Investment Purposes at End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including, maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
105227	Highmark Diversified Money Market	Cash & Cash Equivalents	$ 105,227	$ 105,227
17886	Primary Liquidity Fund	Cash & Cash Equivalents	17,886	17,886
22644	Primary Liquidity Fund	Cash & Cash Equivalents	22,644	22,644
18954	Primary Liquidity Fund	Cash & Cash Equivalents	18,954	18,954
73812	Primary Liquidity Fund	Cash & Cash Equivalents	73,812	73,812
8767	Primary Liquidity Fund	Cash & Cash Equivalents	8,767	8,767
34418	Primary Liquidity Fund	Cash & Cash Equivalents	34,418	34,418
12712	Primary Liquidity Fund	Cash & Cash Equivalents	12,712	12,712
67470	Primary Liquidity Fund	Cash & Cash Equivalents	67,470	67,470
453966	Union Bank Money Market	Cash & Cash Equivalents	453,966	453,966
49100	Union Bank Cash Balance	Cash & Cash Equivalents	49,100	49,100
TOTAL CASH & CASH EQUIVALENTS			864,956	864,956
350	3M Company	Common Stock	21,868	32,498
82	A 0 Smith Corp	Common Stock	3,744	5,172
1435	A H Belo Corp Ser A	Common Stock	10,898	11,006
954	Abb Ltd	Common Stock	17,487	19,834
253	Acadia Healthcare Co Inc	Common Stock	5,703	5,908
610	Accenture Plc Ireland CI A	Common Stock	22,258	40,565
476	Acme Packet Inc	Common Stock	12,169	10,529
107	Acorda Therapeutics Inc	Common Stock	2,649	2,660
273	Actuant Corp CI A New	Common Stock	6,511	7,619
146	Actuant Corp CI A New	Common Stock	4,021	4,075
719	Adobe Systems Inc	Common Stock	27,173	27,092
905	Aetna Inc New	Common Stock	38,070	41,911
68	Affiliated Managers Group Inc	Common Stock	5,773	8,850
800	Agilent Technologies Inc	Common Stock	32,602	32,752
65	Agrium Inc	Common Stock	2,131	6,492
112	Alaska Air Group Inc	Common Stock	4,411	4,826
164	Align Technology Inc	Common Stock	3,974	4,551
239	Alkermes Plc	Common Stock	4,125	4,426
295	Allergan Inc	Common Stock	27,474	27,060
47	Alliance Data System Corp	Common Stock	6,359	6,804
1139	Allstate Corp	Common Stock	37,526	45,754
316	Alpha Natural Resources Inc	Common Stock	2,944	3,078
1500	Altria Group Inc	Common Stock	33,467	47,160
89	Amc Networks Inc CI A	Common Stock	4,619	4,406
310	Amcor Ltd-Adr New	Common Stock	4,862	10,389
185	American Cap Mtg Invt Corp	Common Stock	4,603	4,360
940	American Intl Group Inc	Common Stock	32,434	33,182
470	American Tower REIT	Common Stock	25,384	36,317
161	Ann Inc	Common Stock	3,202	5,448
71	Apple Inc	Common Stock	9,583	37,784
79	Armstrong World Inds Inc	Common Stock	3,191	4,008
302	Ascena Retail Group Inc	Common Stock	6,287	5,578
453	Astellas Pharma Inc	Common Stock	15,615	20,302
1100	Astrazeneca Plc Sponsored Adr	Common Stock	50,465	51,997
1550	At&T Inc	Common Stock	44,423	52,251
44	Athena Health Inc	Common Stock	3,305	3,225
119	Atwood Oceanics Inc	Common Stock	4,693	5,449
282	Auxilium Pharmaceuticals Inc	Common Stock	5,753	5,228
888	Avery Dennison Corp	Common Stock	27,240	31,009
60	Axa-Uap-Sponsored Adr	Common Stock	1,928	1,056
225	B & G Foods Inc	Common Stock	6,559	6,370
407	Baker Hughes Inc	Common Stock	16,945	16,625
95	Ball Corp	Common Stock	3,465	4,251
140	Bally Technologies Inc	Common Stock	4,938	6,259

197	Banco Latinoamericano de Expo	Common Stock	4,396	4,247
1318	Banco Santander Central Hispa	Common Stock	9,702	10,768
4922	Bank Of Amer Corp	Common Stock	43,364	57,144
157	Barnes Group Inc	Common Stock	3,368	3,526
70	Basf Ag Spons Adr	Common Stock	4,902	6,566
673	Baxter International Inc	Common Stock	37,083	44,862
1110	Bb&T Corp	Common Stock	32,861	32,312
179	Beacon Roofing Supply Inc	Common Stock	5,689	5,957
520	Bed Bath & Beyond Inc	Common Stock	34,448	29,073
845	Bg Group Plc Adr Fin Inst New	Common Stock	3,640	13,907
125	Bhp Limited Sponsored Adr	Common Stock	10,388	9,803
80	Biomarin Pharmaceutical Inc	Common Stock	3,895	3,936
425	Boeing Co	Common Stock	19,810	32,028
617	Bp Plc Spon Adr	Common Stock	32,151	25,692
65	British American Tobacco Adr	Common Stock	4,585	6,581
346	Brookdale Sr Living Inc	Common Stock	5,793	8,761
60	Brookfield Asset Mgmt Inc	Common Stock	2,056	2,199
187	Brown & Brown Inc	Common Stock	4,869	4,761
273	Bruker	Common Stock	3,384	4,160
216	Brunswick Corp	Common Stock	5,110	6,283
90	Buffalo Wild Wings Inc	Common Stock	6,728	6,554
648	Cadence Design Systems Inc	Common Stock	6,217	8,754
691	Cadence Design Systems Inc	Common Stock	6,592	9,335
400	Canadian National Railway	Common Stock	17,220	36,404
80	Canadian National Railway	Common Stock	4,006	7,281
157	Canadian Natural Resources	Common Stock	7,217	4,533
100	Canadian Pacific Railway Ltd	Common Stock	6,381	10,162
799	Canon Inc-Adr New Repstg 5 Sh	Common Stock	22,538	31,329
514	Capital One Financial Corp	Common Stock	25,349	29,776
988	Carnival Corp Common Paired	Common Stock	34,560	36,329
4924	Carrefour SA	Common Stock	30,250	25,260
162	Catamaran Corp	Common Stock	7,747	7,630
270	Cavium Inc	Common Stock	8,292	8,427
640	Cbeyond Inc	Common Stock	4,175	5,786
65	Centene Corp	Common Stock	2,837	2,665
160	Centene Corp	Common Stock	6,700	6,560
147	Cepheid	Common Stock	5,507	4,977
142	Chart Industries Inc	Common Stock	8,089	9,470
272	Chemtura Corp	Common Stock	5,500	5,783
384	Chemtura Corp	Common Stock	6,080	8,164
430	Chevron Corp New	Common Stock	30,638	46,500
432	Chicos Fas Inc	Common Stock	6,367	7,975
108	Childrens Place Retail Stores	Common Stock	5,173	4,783
316	Ciena Corp	Common Stock	6,343	4,961
452	Ciena Corp	Common Stock	5,964	7,096
1600	Cisco Systems Inc	Common Stock	30,540	31,439
1260	Citigroup Inc	Common Stock	44,760	49,846
215	Citrix Systems Inc	Common Stock	13,954	14,108
128	Clean Harbors Inc	Common Stock	5,316	7,041
149	Clearwater Paper Corp	Common Stock	5,262	5,835
385	Coach Inc	Common Stock	23,009	21,371
890	Coca Cola Co	Common Stock	25,672	32,263
320	Colgate Palmolive Co	Common Stock	20,095	33,453
910	Comcast Corp New CI A	Common Stock	33,019	33,998
109	Commvault Systems Inc	Common Stock	5,691	7,593
855	Conocophillips	Common Stock	40,352	49,581
30	Core Laboratories NV	Common Stock	2,110	3,279
55	Covance Inc	Common Stock	2,587	3,177
166	Crown Holdings Inc	Common Stock	5,345	6,110
63	Cubist Pharmeceuticals Corp	Common Stock	2,084	2,649
265	Cummins Engine Co Inc	Common Stock	26,705	28,713
89	Cytec Industries Inc	Common Stock	4,661	6,126
306	Dana Holding Corp	Common Stock	3,171	4,777
215	Dealertrack Holdings Inc	Common Stock	6,032	6,175
1823	Deutsche Telekom Ag Adr	Common Stock	31,208	20,658
410	Diageo Plc-Sponsored Adr New	Common Stock	22,314	47,798
70	Diageo Plc-Sponsored Adr New	Common Stock	5,176	8,161
720	Dollar Tree Inc	Common Stock	29,591	29,203
550	Dominion Resources Inc VA New	Common Stock	22,709	28,490

127	Dsw Inc CI A	Common Stock	6,668	8,343
222	Dunkin Brands Group Inc	Common Stock	6,225	7,366
820	E I Du Pont de Nemours & Co	Common Stock	33,373	36,882
102	Eagle Materials Inc	Common Stock	3,996	5,967
87	Eaton Corp Plc	Common Stock	4,506	4,714
755	Ebay Inc Corn	Common Stock	34,551	38,503
2140	Electronic Arts Inc	Common Stock	33,533	31,073
858	Eli Lilly & Co	Common Stock	35,306	42,317
1200	Eli Lilly & Co	Common Stock	51,747	59,184
1180	Emc Corp-Mass	Common Stock	20,035	29,854
391	Eni Spa-Sponsored Adr	Common Stock	17,120	19,214
121	Epr Pptys	Common Stock	5,374	5,579
405	Estee Lauder Companies Inc CI A	Common Stock	25,121	24,243
780	Exco Resources Inc	Common Stock	6,001	5,281
493	Exelis Inc	Common Stock	5,332	5,556
410	Exxon Mobil Corp	Common Stock	23,910	35,486
52	Factset Research Systems Inc	Common Stock	4,891	4,579
1574	Felcor Lodging Trust Inc	Common Stock	6,543	7,351
20	Fibria Celulose SA	Common Stock	1,160	227
323	Finisar Corp	Common Stock	4,767	5,262
991	First Horizon Natl Corp	Common Stock	9,726	9,821
488	Firstmerit Corp	Common Stock	7,855	6,925
407	Fith & Pac Cos Inc	Common Stock	4,293	5,067
396	Fith Street Finance Corp	Common Stock	4,180	4,126
293	Fortinet Inc	Common Stock	5,983	6,159
447	Fortune Brands Home & Security	Common Stock	8,984	13,061
395	Foster Wheeler Ag	Common Stock	8,818	9,606
1826	France Telecom Sponsored Adr	Common Stock	35,119	20,177
93	Fresh Mkt Inc	Common Stock	4,768	4,472
184	Fusion-lo Inc	Common Stock	4,215	4,219
153	Gartner Group New Inc CI A	Common Stock	5,812	7,041
394	Gdf Suez Spns Adr	Common Stock	13,448	8,090
1550	General Electric Co	Common Stock	31,892	32,535
2150	General Electric Co	Common Stock	50,718	45,129
104	Genesee & Wyoming Inc-CI A	Common Stock	3,309	7,912
77	Genesee & Wyoming Inc-CI A	Common Stock	4,487	5,858
580	Genuine Parts Co	Common Stock	24,990	36,876
592	Glaxo Smithkline Plc Spn Adr	Common Stock	28,031	25,734
174	Gnc Hldgs Inc CI A	Common Stock	3,876	5,791
44	Google Inc CI A	Common Stock	26,420	31,125
194	Gulfport Energy Corp	Common Stock	7,413	7,415
750	H _I Heinz Co	Common Stock	31,972	43,260
118	Hain Celestial Group Inc	Common Stock	3,630	6,398
117	Hain Celestial Group Inc	Common Stock	5,160	6,344
296	Hancock Holding Co	Common Stock	9,937	9,392
783	Harry Winston Diamond Corp	Common Stock	11,023	11,017
1050	Hcp Inc	Common Stock	36,665	47,418
790	Health Care REIT Inc	Common Stock	38,153	48,419
134	Healthsouth Corp	Common Stock	3,525	2,829
2617	Hercules Offshore Inc	Common Stock	10,901	16,147
1442	Hewlett Packard Co	Common Stock	25,801	20,549
335	Hexcel Corp New	Common Stock	7,853	9,032
194	Hms HIdgs.Corp	Common Stock	5,077	5,028
75	Home Properties Of New York	Common Stock	4,505	4,598
810	Hsbc Holdings Plc Adr	Common Stock	37,294	42,987
244	Icon Plc-Sponsored Adr Repstg	Common Stock	5,251	6,773
126	Idex Corp	Common Stock	4,362	5,863
81	Illumina Inc	Common Stock	3,942	4,503
260	Imax Corp	Common Stock	5,078	5,845
155	Ingersoll-Rand Plc	Common Stock	6,044	7,434
1650	Intel Corp	Common Stock	39,386	34,023
220	Intl Business MacHines Corp	Common Stock	22,345	42,141
123	Intl Business MacHines Corp	Common Stock	23,982	23,561
92	Intuitive Surgical Inc	Common Stock	24,364	45,114
91	Itc Holding Corp	Common Stock	4,785	6,999
1066	J P Morgan Chase & Co	Common Stock	41,832	46,871
640	J P Morgan Chase & Co	Common Stock	29,491	28,140
133	Jarden Corporation	Common Stock	5,809	6,876
309	Jds Uniphase Corp	Common Stock	3,606	4,172

471	Jds Uniphase Corp	Common Stock	4,907	6,359
485	Johnson & Johnson	Common Stock	32,414	33,999
770	Johnson & Johnson	Common Stock	47,448	53,977
68	Jones Lang Lasalle Inc	Common Stock	4,570	5,708
95	Kaiser Aluminum Corp	Common Stock	4,691	5,861
938	Kao Corp Spns Adr	Common Stock	24,825	24,398
100	Kennametal Inc	Common Stock	4,005	4,000
795	Key Energy Services Inc	Common Stock	8,768	5,525
590	Kimberly Clark Corp	Common Stock	41,954	49,814
495	Kodiak Oil And Gas Corp	Common Stock	4,655	4,381
1694	Koninklijke Ahold NV	Common Stock	21,942	22,635
303	Kraft Foods Group Inc	Common Stock	10,397	13,777
433	Krat Foods Group Inc	Common Stock	15,490	19,689
116	lac Interactive Corp	Common Stock	4,147	5,480
201	Lam Research Corp	Common Stock	4,586	7,262
1321	lberdrola SA	Common Stock	32,940	29,224
114	Life Time Fitness Inc	Common Stock	4,813	5,610
121	Life Time Fitness Inc	Common Stock	3,601	5,954
144	Lincoln Electric Co	Common Stock	6,862	7,010
1819	Lincoln National Corp	Common Stock	46,658	47,112
94	Lindsay Manufacturing Co	Common Stock	6,567	7,531
262	Lithia Motors Inc	Common Stock	8,059	9,804
332	Lkq Corp	Common Stock	2,905	7,005
1859	Magnum Hunter Res Corp Del	Common Stock	9,943	7,417
584	Manitowoc Co Inc	Common Stock	8,080	9,157
60	Manulife Financial Corp	Common Stock	2,192	815
189	Marriott Vacations Worldwide	Common Stock	5,971	7,876
828	McGraw Hill Inc	Common Stock	34,534	45,267
86	Medivation Inc	Common Stock	4,011	4,400
67	Mellanox Technologies Ltd	Common Stock	1,513	3,978
1300	Merck & Co Inc New	Common Stock	45,402	53,222
116	Micros Systems Inc	Common Stock	5,709	4,923
224	Microsemi Corp CI A	Common Stock	4,176	4,713
905	Microsoft Corp	Common Stock	26,677	24,172
1450	Microsoft Corp	Common Stock	40,233	38,729
1500	Microsot Corp	Common Stock	43,451	40,065
910	Mondelez Intl Inc	Common Stock	19,370	23,162
1300	Mondelez Intl Inc	Common Stock	28,858	33,089
440	Monsanto Co	Common Stock	32,867	41,646
159	Mrc Global Inc	Common Stock	3,949	4,417
236	Myraid Genetics Inc	Common Stock	4,483	6,431
435	Nabors Industries Ltd New	Common Stock	17,421	6,286
470	National - Oilwell Inc	Common Stock	30,718	32,125
307	National Grid Plc Sp Adr	Common Stock	15,275	17,634
167	Nestle Sa-Sponsored Adr	Common Stock	7,684	10,874
90	Netsuite Inc	Common Stock	5,867	6,057
710	Nextera Energy Inc	Common Stock	37,282	49,125
250	Noble Corporation Baar Namen	Common Stock	16,018	8,705
271	Northwest Bancshares Inc MD	Common Stock	3,343	3,290
634	Novartis Ag-Sponsored Adr	Common Stock	35,409	40,132
90	Novartis Ag-Sponsored Adr	Common Stock	4,784	5,697
5	Nvr Inc	Common Stock	4,323	4,600
129	Oasis Pete Inc	Common Stock	4,141	4,102
236	Oasis Pete Inc	Common Stock	6,862	7,505
94	Oceaneering International Inc	Common Stock	4,894	5,056
95	Oil States Intl Inc	Common Stock	6,463	6,796
763	Omnicom Group Inc	Common Stock	37,292	38,119
620	On Semiconductor Corp	Common Stock	3,989	4,371
48	Onyx Pharmaceuticals Inc	Common Stock	4,062	3,625
120	Opentable Inc	Common Stock	5,170	5,856
247	Optimer Pharmaceuticals Inc	Common Stock	3,154	2,235
478	Orient-Express Hotels Ltd CI	Common Stock	5,220	5,588
30	Partnerre Hldgs Ltd	Common Stock	2,173	2,415
356	Pebblebrook Hotel Trust	Common Stock	8,262	8,224
271	Perkinelmer Inc	Common Stock	6,604	8,602
265	Perrigo Co	Common Stock	27,451	27,568
100	Petrochina Corp Ads	Common Stock	5,084	14,378
59	Pharmacyclics Inc	Common Stock	3,190	3,409
490	Philip Morris Intl Inc	Common Stock	22,233	40,984

765	Pinnacle Entertainment Inc	Common Stock	7,909	12,110
455	Pioneer Energy Svcs Corp	Common Stock	5,703	3,303
339	Ployone Corp	Common Stock	5,080	6,922
195	Potash Corp Of Saskatchewan	Common Stock	8,427	7,935
310	Praxair Inc	Common Stock	14,188	33,930
190	Precision Castparts Corp	Common Stock	30,942	35,990
72	Pvh Corp	Common Stock	3,372	7,993
604	Qbe Ins Group Litd	Common Stock	7,380	6,835
253	Qlik Technologies Inc	Common Stock	5,860	5,495
444	Qlik Technologies Inc	Common Stock	9,824	9,644
615	Qua Icomm Inc	Common Stock	29,208	38,044
136	Questcor Pharmaceuticals Inc	Common Stock	5,629	3,634
2559	R R Donnelley & Sons Co	Common Stock	35,948	23,005
820	Raytheon Co Corn New	Common Stock	42,331	47,199
641	Reed Elsevier NV Adr	Common Stock	19,224	18,961
2016	Rf Micro Devices Inc	Common Stock	9,201	9,032
170	Rio Tinto Plc SpA Adr	Common Stock	14,180	9,875
401	Riverbed Technology Inc	Common Stock	7,230	7,908
247	Robert Half International Inc	Common Stock	7,731	7,860
1393	Robert Half International Inc	Common Stock	44,076	44,325
117	Rockwood Hldgs Inc	Common Stock	3,152	5,787
345	Roper Industries Inc New	Common Stock	34,132	38,461
600	Royal Dutch Shell Plc Adr B	Common Stock	43,336	42,534
253	Royal Dutch Shell Plc Spons	Common Stock	13,140	17,444
40	Royal Gold Inc	Common Stock	3,618	3,254
669	Rwe Ag-Sponsored Adr Repstg	Common Stock	25,106	27,554
124	Ryman Hospitality Pptys Inc	Common Stock	4,925	4,769
221	Ryman Hospitality Pptys Inc	Common Stock	5,570	8,500
724	Sanofi-Aventis Adr	Common Stock	24,556	34,303
120	Sba Communications Corp CI A	Common Stock	4,303	8,518
400	Schlumberger Ltd	Common Stock	25,092	27,719
105	Schlumberger Ltd	Common Stock	10,942	7,276
1850	Sealed Air Corp New	Common Stock	29,974	32,394
100	Seattle Genetics Inc	Common Stock	1,940	2,317
406	Seven & I Hldgs Co Ltd	Common Stock	18,960	22,886
1187	Sinclair Broadcast Group Inc	Common Stock	11,171	14,980
636	Singapore Telecommunication L	Common Stock	14,007	17,182
69	Sirona Dental Systems Inc	Common Stock	2,964	4,448
134	Six Flags Entmt Corp New	Common Stock	6,690	8,201
165	Skyworks Solutions Inc	Common Stock	2,164	3,350
132	Sm Energy Co	Common Stock	7,074	6,892
1151	Societe Generale Sponsrd Adr	Common Stock	17,033	8,601
154	Solar Cap Ltd	Common Stock	3,585	3,682
103	Sothebys Holdings Inc-CI A	Common Stock	3,077	3,463
91	Sovran Self Storage Inc	Common Stock	4,243	5,651
73	Spx Corp	Common Stock	4,971	5,121
2915	Staples Inc	Common Stock	41,620	33,231
226	State Street Corp	Common Stock	10,213	10,624
170	Suncor Energy Inc	Common Stock	10,076	5,607
86	Svb Financial Group	Common Stock	4,898	4,813
1753	Synovus Financial Corp	Common Stock	4,341	4,295
1230	Taiwan Semiconductor Mfg Co L	Common Stock	12,013	21,107
1250	Takeda Pharmaceutical Co Ltd	Common Stock	31,634	27,865
115	Talisman Energy Inc	Common Stock	2,482	1,303
126	Tanger Factory Outlet	Common Stock	4,029	4,309
63	Taubman Centers Inc	Common Stock	4,657	4,959
1139	Te Connectivity Ltd	Common Stock	42,354	42,280
95	Teck Cominco Ltd CI B	Common Stock	4,376	3,453
1733	Telefonica SA Sponsored Adr	Common Stock	25,013	23,378
165	Tenaris SA Sponsored Adr	Common Stock	11,151	6,917
261	Tenet Healthcare Corp	Common Stock	6,812	8,475
579	Teradyne Inc W/Rts To Pur C/Stk	Common Stock	7,428	9,779
1769	Tesco Plc-Sponsored Adr	Common Stock	33,862	28,985
284	Tetra Tech Inc New	Common Stock	7,134	7,517
395	Teva Pharmaceutical Ind	Common Stock	18,174	14,749
145	Texas Capital Bancshares Inc	Common Stock	6,524	6,499
332	Texas Roadhouse Inc CI A	Common Stock	5,736	5,578
130	Theravance Inc	Common Stock	2,905	2,891
97	Thoratec Corp New	Common Stock	2,748	3,639

273	Time Warner Cable Inc	Common Stock	20,698	26,533
343	Titan International Inc	Common Stock	6,006	7,450
1160	Tjx Companies Inc New	Common Stock	25,377	49,242
975	Tokio Marine Hldgs Inc	Common Stock	21,348	26,871
1016	Tokyo Electron Ltd Adr	Common Stock	12,478	11,559
561	Total Fina S.A Ads Rpstg 1/2	Common Stock	25,604	29,178
83	Towers Watson & Co CI A	Common Stock	4,223	4,665
228	Toyota Motor Corp Adr New	Common Stock	14,805	21,261
100	Transocean Ltd Zub	Common Stock	13,934	4,466
550	Travelers Companies Inc	Common Stock	32,821	39,501
670	Travelers Companies Inc	Common Stock	35,529	48,119
57	Trimble Navigation Ltd	Common Stock	1,722	3,407
222	Trinity Industries Inc	Common Stock	7,283	7,952
1432	Triquint Semiconductor Inc	Common Stock	8,399	6,917
118	Triumph Group Inc New	Common Stock	7,459	7,705
146	Triumph Group Inc New	Common Stock	7,652	9,534
520	Ttm Technologies	Common Stock	5,506	4,779
104	Tupperware Corp	Common Stock	3,270	6,666
144	Tw Telecom Inc	Common Stock	3,514	3,668
594	Two Harbors Invt Corp	Common Stock	6,143	6,582
126	Tyler Technologies Inc	Common Stock	5,181	6,103
150	Ubs Ag	Common Stock	3,434	2,361
61	Ulta Salon Cosmetics And Frag IN	Common Stock	5,682	5,994
1250	Unilever	Common Stock	32,206	47,875
125	Unilever	Common Stock	3,611	4,788
812	Unilever Plc Sponsored Adr	Common Stock	18,830	31,441
100	United Natural Foods Inc	Common Stock	4,131	5,359
477	United Overseas Bank Ltd	Common Stock	10,670	15,472
374	United Parcel Svc Inc CI B	Common Stock	25,227	27,575
146	United Rentals Inc	Common Stock	3,197	6,646
500	United Technologies Corp	Common Stock	25,006	41,005
121	Universal Health Services Inc CI	Common Stock	4,881	5,850
389	Usg Corp New	Common Stock	8,335	10,919
186	V F Corp	Common Stock	27,156	28,080
225	Vale S A Adr	Common Stock	8,267	4,716
97	Valspar Corp	Common Stock	5,659	6,053
254	Vera Bradley Inc	Common Stock	7,145	6,375
930	Verizon Communications	Common Stock	28,631	40,241
1745	Vinci SA Adr	Common Stock	20,910	20,682
180	Vivus Inc	Common Stock	4,104	2,416
1400	Vodafone Group Plc Adr	Common Stock	38,248	35,266
773	Vodafone Group Plc Adr	Common Stock	16,905	19,472
199	Volcano Corporation	Common Stock	5,395	4,698
78	Wabco Hldgs Inc	Common Stock	4,062	5,085
177	Warner Chilcotti PI CI A	Common Stock	2,308	2,131
215	Waste Connections Inc	Common Stock	4,627	7,265
55	Watsco Inc	Common Stock	4,052	4,120
275	Weatherford International Ltd	Common Stock	12,530	3,077
80	Weight Watchers Intl Inc New	Common Stock	4,470	4,189
736	Western Alliance Bancorp	Common Stock	4,768	7,750
98	Wex Inc	Common Stock	3,645	7,386
421	Whirlpool Corp	Common Stock	25,360	42,837
192	Whitewave Food Co CI A	Common Stock	3,152	2,984
75	Whiting Petroleum Corp	Common Stock	3,263	3,253
196	Wintrust Financial Corp	Common Stock	6,074	7,193
393	Wms Industries Inc	Common Stock	7,724	6,878
185	Woodward Governor Co	Common Stock	6,411	7,054
207	Wpx Energy Inc	Common Stock	3,301	3,080
1081	Wpx Energy Inc	Common Stock	16,406	16,085
6269	Xerox Corp	Common Stock	45,984	42,755
10	Yara Intl Adr	Common Stock	888	492
306	Zions Bancorporation	Common Stock	6,649	6,548
734	Zurich Ins Group Ltd	Common Stock	17,446	19,518
TOTAL COMMON STOCKS			5,350,457	6,094,483
40580	Fed Home Ln Mtg Corp PI C0-9007 0.035 08/01/2042	Government Obligation	42,913	43,275
36000	Federal Home Ln Mtg Corp Partn 0.025 12/01/2027	Government Obligation	37,564	37,639

8878	Federal Home Ln Mtg Corp Partn 0.055 03/01/2039	Government Obligation	9,712	9,591
66000	Federal Home Loan Mtg Corp 0.01 06/29/2017	Government Obligation	66,021	66,820
33239	Federal Natl Mtg Assn Gtd Mtg 0.025 09/01/2027	Government Obligation	34,961	34,841
6000	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	6,284	6,297
12000	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	12,556	12,558
34837	Federal Natl Mtg Assn Gtd Mtg 0.025 12/01/2027	Government Obligation	36,454	36,455
39736	Federal Natl Mtg Assn Gtd Mtg 0.035 09/01/2042	Government Obligation	42,604	42,572
19539	Fg Pool G02596 0.06 01/01/2037	Government Obligation	21,222	21,294
15480	Fhlmc PC Gold Comb 30 PI G0-3941 0.06 02/01/2038	Government Obligation	16,568	16,846
32077	Fhlmc PC Gold Comb 30 PI Go-6085 0.065 09/01/2038	Government Obligation	35,104	35,981
5959	Fhlmc PC PI 01-0714 0.035 09/01/2042	Government Obligation	6,344	6,355
45952	Fhlmc PC PI G0-3551 0.06 11/01/2037	Government Obligation	49,248	50,008
23722	Fhlmc PC PI G0-4593 0.055 01/01/2037	Government Obligation	25,612	25,752
14709	Fn Pool Ma1204 0.035 10/01/2042	Government Obligation	15,688	15,727
33927	Fnma Pass Thru PI 735930 0.055 12/01/2018	Government Obligation	36,442	36,438
5562	Fnma Pass Thru PI 888873 0.065 08/01/2037	Government Obligation	5,960	6,228
6955	Fnma Pass Thru PI 995112 0.055 07/01/2036	Government Obligation	7,551	7,609
30469	Fnma Pass Thru PI A07617 0.03 06/01/2027	Government Obligation	31,918	32,441
33074	Fnma Pass Thru PI A07628 0.03 06/01/2027	Government Obligation	34,647	35,215
18819	Fnma Pass Thru PI A08180 0.03 09/01/2042	Government Obligation	19,753	19,739
31382	Fnma Pass Thru PI A10152 0.06 06/01/2040	Government Obligation	34,405	34,357
27790	Fnma Pass Thru PI A11013 0.055 01/01/2037	Government Obligation	30,124	30,543
43867	Fnma Pass Thru PI Ab0532 0.055 12/01/2038	Government Obligation	47,508	47,937
58640	Fnma Pass Thru PI Ab6292 0.03 09/01/2027	Government Obligation	62,286	61,977
32296	Fnma Pass Thru PI Ae0443 0.065 10/01/2039	Government Obligation	36,195	36,258
11943	Fnma Pass Thru PI Ap2181 0.035 08/01/2042	Government Obligation	12,723	12,769
13907	Fnma Pass Thru PI Ap3755 0.035 08/01/2042	Government Obligation	14,815	14,869
8942	Fnma Pass Thru PI Ap3775 0.03 09/01/2042	Government Obligation	9,386	9,379
31851	Fnma Pass Thru PI Ap4980 0.035 09/01/2042	Government Obligation	33,932	34,055
10616	Fnma Pass Thru PI Ap4981 0.035 08/01/2042	Government Obligation	11,310	11,351
36287	Fnma Pass Thru PI Ap7534 0.025 09/01/2027	Government Obligation	37,672	37,973
618	Fnma Pass Thru PI CI745875 0.065 09/01/2036	Government Obligation	696	694
14321	Fnma Pass Thru PI CI745932 0.065 11/01/2036	Government Obligation	15,943	16,065
25049	Fnma Pass Thru Pool 735439 0.06 09/01/2019	Government Obligation	27,075	26,938
23380	Fnma Pass Thru Pool 745238 0.06 12/01/2020	Government Obligation	25,323	24,847
20706	Fnma Pass Thru Pool A07454 0.03 09/01/2027	Government Obligation	21,923	21,885
22786	Fnma Pass Thru Pool Ab6632 0.035 10/01/2042	Government Obligation	24,324	24,362
19894	Fnma Pass Thruu PI Ap7581 0.03 09/01/2042	Government Obligation	20,882	20,866
6811	Fnma Pass-Thru 30 Yr PI 889579 0.06 05/01/2038	Government Obligation	7,499	7,460
58234	Fnma Pass-Thru Int 15 Y Aj8866 0.025 11/01/2027	Government Obligation	61,050	60,940
45361	Fnma Pass-Thru Int 15 Y Aq4381 0.025 11/01/2027	Government Obligation	47,558	47,468
70789	Fnma Pass-Thru Lng 30 Y Ap8808 0.03 11/01/2042	Government Obligation	74,694	74,250
46818	Fnma Passthru Lng 30Y Pl# Ab6737 0.03 10/01/2042	Government Obligation	49,299	49,175
34883	Fnma Passthru Lng 30Y Pl# Ap3901 0.03 10/01/2042	Government Obligation	36,594	36,694
26805	Fnma Passthru Lng 30Yr PI Ab3867 0.035 11/01/2041	Government Obligation	27,406	28,819
44832	Fnma Pool# Ai8596 0.03 10/01/2042	Government Obligation	47,150	47,023
76000	U S Treasury Notes 0.00375 07/31/2013	Government Obligation	76,082	76,107
7000	U S Treasury Notes 0.0225 05/31/2014	Government Obligation	7,197	7,199
66000	U S Treasury Notes 0.0225 07/31/2018	Government Obligation	70,042	71,089
88000	U S Treasury Notes 0.03125 05/15/2021	Government Obligation	100,653	99,790
50000	United States Treas Nts 0.00375 03/15/2015	Government Obligation	50,070	50,102
3000	United States Treas Nts 0.01 09/30/2016	Government Obligation	3,057	3,057
9000	United States Treas Nts 0.0125 09/30/2015	Government Obligation	9,224	9,225
75000	United States Treas Nts 0.01375 09/30/2018	Government Obligation	77,007	77,098
47000	United States Treas Nts 0.01625 11/15/2022	Government Obligation	47,175	46,486
39000	United States Treas Nts 0.02 11/15/2021	Government Obligation	40,442	40,478
11000	United States Treas Nts 0.02 11/30/2013	Government Obligation	11,180	11,181
12000	United States Treas Nts 0.02375 07/31/2017	Government Obligation	12,941	12,940
5000	United States Treas Nts 0.025 06/30/2017	Government Obligation	5,418	5,417
3000	United States Treas Nts 0.0275 02/28/2018	Government Obligation	3,306	3,305
11000	United States Treasury Notes 0.025 04/30/2015	Government Obligation	11,559	11,560
1,800,000	Fedl Home Loan Banks 03.12500% 9/21/2020 Cons Bond	Government Obligation	1,800,004	1,802,340
TOTAL GOVERNMENT OBLIGATIONS			3,738,254	3,746,008
		SUBTOTAL	9,953,668	10,705,447

NOTES RECEIVABLE FROM PARTICIPANTS	Notes receivable from participants, bearing interest at rates that range from 5.75% to 8.00%, payable in biweekly principal and interest payments over terms ranging from one to five years or longer for principal residence.	-	41,330
		$ 9,953,668	$ 10,746,778