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
CON AM 401K RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

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

CON AM MANAGEMENT CORPORATION

3990 RUFFIN ROAD, SUITE 100
SAN DIEGO, CA 92123-4805

2b Employer Identification Number (EIN)
95-3809553

2c Sponsor's telephone number
858-614-7200

2d Business code (see instructions)
531310

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	ROBERT J. SVATOS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2013	ROBERT J. SVATOS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1478
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**	1410
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	114
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1524
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1524
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	758
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	40
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:
2G 2J 2K 2F 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	041828	1524	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	7370

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

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

JHW FINANCIAL & INSURANCE SERVICES
4340 REDWOOD HIGHWAY SUITE A23
SAN RAFAEL, CA 94903-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	7370	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	3586955
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	380934		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	51128		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	4221844		
	▶ LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURES CREDITS, PLAN ROLLOVER				
	(6) Total additions			7c(6)	4653906
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4653906
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	360843		
	(2) Administration charge made by carrier	7e(2)	2191		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	703917		
	▶ LOAN INTITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	1066951
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	3586955

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INS. CO. USA JOHN HANCOCK USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	74400	0	01/01/2012	12/31/2012

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

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

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

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

ACTUARIAL BENEFIT CORP
2790 SKYPARK DRIVE, SUITE 300
TORRANCE, CA 90505-5345

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	0	TPA FEES PAID & TPA COMPENSATION	5

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

ACTUARIAL BENEFIT CORP
2790 SKYPARK DRIVE, SUITE 300
TORRANCE, CA 90505-5345

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	0	TPA JH IRA PMT & TPA OTHER ALLOWANCES	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

JOHN HANCOCK LIFE INS. CO.

01-0233346

(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

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(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 60 64	NONE	29812	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

FINANCIAL TELESIS INC

68-0279977

(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?
53 61	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	24838	Yes [ ] No [X]

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

ACTUARIAL BENEFITS CORP.

20-1054428

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	6250	Yes [ ] No [X]	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)

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

(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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	40.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 4/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 TARGET SMALL CAP VALUE R

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

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

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2050 FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND VS

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AM BALANCE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND VS

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND VS

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS. CO. USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

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	6312	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	573056	900956
(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)	14212078	13209955
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	373551	3586955
(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	15164997	17697866
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15164997	17697866

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)	367338	
(B) Participants	2a(1)(B)	1605477	
(C) Others (including rollovers)	2a(1)(C)	412365	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2385180
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	29332	
(F) Other	2b(1)(F)	52034	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		81366
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	141251	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		141251
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(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)		1372536
(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)		295042
c Other income	2c		18519
d Total income. Add all **income** amounts in column (b) and enter total	2d		4293894
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1683929	
(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)		1683929
f Corrective distributions (see instructions)	2f		14729
g Certain deemed distributions of participant loans (see instructions)	2g		3879
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	58488	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		58488
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1761025
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2532869
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WRIGHT FORD YOUNG & CO. **(2)** EIN: 95-3288054

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
CON AM 401K RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CON AM MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-3809553

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): 22-1211670 02-0233346

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

CON AM 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

CON AM 401(k) RETIREMENT PLAN

INDEX TO

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 AND 2011

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 the Financial Statements ..... 5 - 16

Supplemental Schedule:

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 17

Wright Ford Young & Co.

Certified Public Accountants and Consultants, Inc.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Con Am 401(k) Retirement Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by John Hancock Life Insurance Company and Prudential Retirement Insurance and Annuity Company as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B, as of December 31, 2012 and for the period April 2, 2012 through December 31, 2012, collectively referred to as the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians that the information provided to the plan administrator by the custodians is complete and accurate.

16140 Sand Canyon Avenue • Irvine, California 92618 • (949) 910-CPAS (2727) • Fax (949) 910-2728

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wright Ford Young & Co.

WRIGHT FORD YOUNG & CO.
Irvine, California
October 4, 2013

CON AM 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Total investments	16,796,910	14,585,629
Receivables:		
Employer contributions	129,224	109,465
Notes receivable from participants	900,956	573,056
Total receivables	1,030,180	682,521
Non-interest bearing cash	-	6,312
Total assets	17,827,090	15,274,462
LIABILITIES:		
Corrective distributions	33,858	14,729
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,793,232	$ 15,259,733

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

CON AM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:	
Investment earnings:	
Net appreciation in fair value of investments	$ 1,667,578
Interest income	52,034
Dividend income	141,251
Other income	18,519
Total investment earnings	1,879,382
Interest income on notes receivable from participants	29,332
Contributions:	
Participant	1,571,619
Employer	387,097
Rollover	412,365
Total contributions	2,371,081
Total additions	4,279,795
Deductions from net assets attributed to:	
Benefits paid to participants	1,687,808
Administrative expenses	58,488
Total deductions	1,746,296
NET INCREASE	2,533,499
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	15,259,733
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 17,793,232

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

CON AM 401(k) RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN

The following description of the Con Am 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees, as defined in the plan document, of Con Am Management Corporation (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Prior to April 2, 2012, employees who primarily perform duties at the corporate or regional office (Corporate associates) may enter the Plan on April 1st or October 1st coinciding with or following their date of hire. Prior to April 2, 2012, employees who perform duties at one or more of the managed communities (Community associates) may enter the Plan on April 1st coinciding with or following their date of hire. Starting on April 2, 2012, both Corporate associates and Community associates may enter the Plan on the first day of each calendar month coinciding with or following one month of service.

Administration

The Plan is administered by the Company.

Contributions

Each year, eligible participants may elect to contribute up to 100% of eligible compensation, not to exceed the limits of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make matching contributions to the Plan. The non-discretionary matching contributions made to Community associates require the participants to have completed twelve months of service. The discretionary contributions made to Corporate associates require the participants to have completed twelve months of service and be an active employee on the last day of the Plan year.

For the year ended December 31, 2012, the Company made discretionary matching contributions to Corporate associates of 33% of the participant's deferral, up to the first 6% of compensation totaling $129,224. For the year ended December 31, 2012, the Company made non-discretionary matching contributions to Community associates of 50% of the participant's deferral, up to the first 4% of compensation totaling $257,873.

1. DESCRIPTION OF PLAN – (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's eligible compensation, participant contributions, investment elections and/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.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contributions plus actual earnings thereon is based on years of service according to the following schedule:

Years of Service	Vested Percentage
Less than 3	0%
3 or more	100%

Forfeitures

The unvested portion of a terminated participant's account will be forfeited and used to first pay Plan expenses and then to reduce future Company contributions. During 2012, forfeitures in the amount of $11,790 were used to pay Plan expenses. As of December 31, 2012 and 2011, the Plan had available forfeitures of $20,882 and $6,312, respectively.

Notes Receivable from Participants

In the event that a participant incurs a financial hardship or has a specified financial need, as defined by the Plan, participants may borrow from their fund accounts a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance during the previous 12 months. Two loans per participant may be outstanding at any time. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. The interest rate will generally be the prime interest rate charged by banks as published in the *Wall Street Journal* as of the first day of the calendar quarter plus 1%. Principal and interest is paid ratably through payroll deductions.

1. DESCRIPTION OF PLAN – (Continued)

Payment of Benefits

On termination of service due to death, disability, retirement or other defined reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or an annuity. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. All vested account balances exceeding $1,000, but not exceeding $5,000, may be rolled into an Individual Retirement Account. All vested account balances not exceeding $1,000 may be immediately distributed in a lump-sum payment. With the plan administrator's approval, participants may withdraw all or part of their aggregate contributions in the event of financial hardship.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

As described in guidance issued by the Financial Accounting Standards Board (the FASB), on reporting of fully benefit-responsive investment contracts held by certain investment companies, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The guidance requires the statements of net assets available for benefits to present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2012, the custodians of the Plan have represented that the fair value of the guaranteed income fund is equal to the contract value as the crediting interest rate is reset semi-annually including the last day of the plan year. The crediting interest rate at December 31, 2012 is comparable to other fully benefit-responsive guaranteed income funds. Further, the plan sponsor has no intention of terminating the Plan or the guaranteed income fund investment option, thus contract termination charges are not required to be considered when determining fair value. Therefore, as of December 31, 2012, there is no adjustment from fair value to contract value for the fully benefit-responsive investment contract in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investments Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus accrued interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Other Income

Other income includes reimbursements from the Plan's custodian under a plan expense reimbursement account that commenced in 2012. These reimbursements may either be used to pay Plan expenses or allocated to participant's accounts.

Plan Fees and Administrative Expenses

Plan fees and administrative expenses (exclusive of investment related expenses and certain transaction fees) are generally paid by the Plan, unless paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Subsequent Events

The Company has evaluated subsequent events through the date of the independent auditors' report, which is the date the accompanying financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

The FASB provides the 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 lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

3. FAIR VALUE MEASUREMENTS – (Continued)

Registered investment companies: These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and should be classified within level 1 as of December 31, 2012 and 2011, respectively, of the valuation hierarchy.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The guaranteed income fund is classified within Level 3 of the valuation hierarchy because the inputs are unobservable and significant to the fair value measurement.

Guaranteed investment contracts: The fair value of the guaranteed investment contracts (GIC) is determined by multiplying the contract value by a factor which takes into account the remaining number of months until maturity, the composite rate being earned, the declared rate and various pre-established rates of return contractually established by the issuer. The asset is classified within level 3 of the valuation hierarchy because the asset value is not based on a quoted active market and is valued based on unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

3. FAIR VALUE MEASUREMENTS – (Continued)

Description	Total	Level 1	Level 2	Level 3
December 31, 2012				
Registered investment companies:				
Fixed Income	$ 3,256,772	$ 3,256,772	$ -	$ -
International Stock	2,954,649	2,954,649	-	-
Large Cap Stock	4,502,438	4,502,438	-	-
Mid Cap Stock	1,511,723	1,511,723	-	-
Small Cap Stock	984,373	984,373	-	-
Total registered investment companies	13,209,955	13,209,955	-	-
Guaranteed income fund	3,586,955	-	-	3,586,955
Total investments at fair value	$ 16,796,910	$ 13,209,955	$ -	$3,586,955
December 31, 2011				
Registered investment companies:				
Aggressive Growth Funds	$ 3,751,234	$ -	$ 3,751,234	$ -
Growth Funds	3,295,810	-	3,295,810	-
Growth & Income Funds	3,672,031	-	3,672,031	-
Income Funds	1,587,974	-	1,587,974	-
Conservative Funds	1,905,029	-	1,905,029	-
Total registered investment companies:	14,212,078	-	14,212,078	-
Guaranteed investment contracts	373,551	-	-	373,551
Total investments at fair value	$ 14,585,629	$ -	$ 14,212,078	$ 373,551

3. FAIR VALUE MEASUREMENTS – (Continued)

The Plan's investments in registered investment companies were held by John Hancock Life Insurance Company (John Hancock) for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B (Prudential) for the period April 2, 2012 through December 31, 2012. Registered investment company funds invested with John Hancock were classified within level 2. Registered investment company funds invested with Prudential are valued based the NAV which is quoted in an active market and these investments are classified within level 1; therefore, reclassification of plan investments in registered investment companies from level 2 to level 1 occurred during the 2012 Plan year.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 asset for the year ended December 31, 2012.

	Income Fund	Investment Contracts
Balance, beginning of period	$ -	$ 373,551
Purchases	4,084,584	13,948
Interest	51,128	906
Sales	(546,566)	(387,013)
Fees	(2,191)	(1,392)
Balance, end of year	$ 3,586,955	$ -

The nature, risks and investment objectives of the Level 2 investment category described above, for which fair value is estimated at NAV, can be found in the Plan's enrollment literature. These investments can be redeemed immediately and without a redemption notification period. As of December 31, 2012 and 2011, there were no unfunded commitments associated with any of these investments.

The following table represents the Plan's Level 3 investment, the valuation techniques used to measure the fair value of the investment, and the significant unobservable inputs and the ranges of values for those inputs:

Instrument	*Fair Value*	*Principal Valuation Method*	*Unobservable Inputs*	*Range of Significant Unobservable Inputs*
Guaranteed Income Fund	$ 3,586,955	Fair Value = Contract Value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than contractual minimum crediting rate

3. FAIR VALUE MEASUREMENTS – (Continued)

The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the issuer's general account. Key factors that could influence future interest crediting rates are changes in interest rates, and default or credit failures of the securities underlying the Guaranteed Income Fund's (the GIF) cash flows.

4. TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan which received a favorable opinion letter from the Internal Revenue Service (IRS), on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the IRC. The Plan has since been amended. The Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 if the Plan has taken an uncertain tax 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 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.

5. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. For the period January 1, 2012 through March 30, 2012, certain Plan investments were managed by John Hancock. For the period April 2, 2012 through December 31, 2012 certain Plan investments were managed by Prudential. The Plan paid $46,119 in contract administration fees to Prudential, and $12,369 to John Hancock during 2012. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. The Company paid certain other administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, affected participants will become 100% vested in their accounts.

7. INVESTMENT CONTRACT WITH INSURANCE COMPANIES

As of December 31, 2012, the Plan held assets of $3,586,955 in the GIF with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

At December 31, 2011 the Plan held assets of $373,551 in a non-fully benefit responsive investment contract with John Hancock. John Hancock maintained the contributions in guaranteed investment contracts. The account was credited with earnings on the underlying investments and charged with Plan withdrawals. The guaranteed investment contracts are reported at contract value by John Hancock. The guaranteed investment contracts should be reported at fair value as they are non-fully benefit responsive. The difference between fair value and contract value is not material. In 2011, the crediting interest rates ranged from 0.20% to 1.30%. The crediting interest rates are reset upon the maturity of the contracts.

As described in Note 2, because the guaranteed income fund, with Prudential, is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting.

There are no events which could limit the ability of the Plan to transact at contract value with the issuer. In rare circumstances, the issuer has the right to pay contract value over time. The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	2012
Based on actual earnings	1.90%
Based on interest rate credited to participants	1.81%

8. RISKS AND UNCERTAINTIES

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

9. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, John Hancock, as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012 and Prudential as of December 31, 2012 and for the period April 2, 2012 to December 31, 2012, collectively referred to as the custodians of the Plan, have certified to the completeness and accuracy of the following information which is included in the financial statements and supplemental schedule of assets (held at end of year) as of December 31, 2012 and 2011, and for the year ended December 31, 2012:

	2012	2011
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Non-interest bearing cash	-	6,312
Notes receivable from participants	900,956	573,056
Net appreciation in fair value of investments	1,667,578	n/a
Interest	52,034	n/a
Dividends	141,251	n/a
Interest income on notes receivable from participants	29,332	n/a

10. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012
Guaranteed Income Fund	$ 3,586,955
Loomis Sayles Value Fund	2,004,858
American Funds EuroPacific Growth Fund	2,489,039
Wells Fargo Advantage Growth Fund	1,987,324
PIMCO Total Return Fund	2,929,830

10. INVESTMENTS – (Continued)

	2011
Lifestyle Balanced Fund	$ 2,531,684
Lifestyle Growth Fund	2,084,697
Money Market Fund	1,404,448

For the year ended December 31, 2012, the Plan's investments in registered investment companies (including investments bought, sold and held during the year) appreciated in value by $1,667,578.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 17,793,232	$ 15,259,733
Less contributions receivable	(129,224)	(109,465)
Add accrual of corrective distributions per the Financial statements	33,858	14,729
Net assets available for benefits per Form 5500	$ 17,697,866	$ 15,164,997

The following is a reconciliation of the net change in assets per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	$ 2,533,499
Add 2012 accrual of corrective distributions	33,858
Add 2011 contributions receivable	109,465
Less 2011 accrual of corrective distributions	(14,729)
Less 2012 contributions receivable	(129,224)
Net increase per Form 5500	$ 2,532,869

CON AM 401(k) RETIREMENT PLAN

PLAN FEIN#: 95-3809553

PLAN # 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	**	$ 3,586,955
*	Prudential Bank & Trust, F.S.B.	Prudential Stock Index Fund	**	239,037
*	Prudential Bank & Trust, F.S.B.	Dreyfus International Stock Index Fund	**	252,284
*	Prudential Bank & Trust, F.S.B.	Dreyfus Small Cap Stock Index Fund	**	40,679
*	Prudential Bank & Trust, F.S.B.	Dreyfus Mid Cap Index Fund	**	155,547
*	Prudential Bank & Trust, F.S.B.	Fidelity Advisor Government Income Fund	**	326,942
*	Prudential Bank & Trust, F.S.B.	American Funds Fundamental Investors Fund	**	271,219
*	Prudential Bank & Trust, F.S.B.	Loomis Sayles Value Fund	**	2,004,858
*	Prudential Bank & Trust, F.S.B.	American Funds EuroPacific Growth Fund	**	2,489,039
*	Prudential Bank & Trust, F.S.B.	Goldman Sachs Growth Opportunities Fund	**	798,943
*	Prudential Bank & Trust, F.S.B.	RidgeWorth Mid Cap Value Equity Fund	**	557,233
*	Prudential Bank & Trust, F.S.B.	Wells Fargo Advantage Growth Fund	**	1,987,324
*	Prudential Bank & Trust, F.S.B.	Lord Abbett Developing Growth Fund	**	455,174
*	Prudential Bank & Trust, F.S.B.	T Rowe Price Small Cap Stock Fund	**	143,769
*	Prudential Bank & Trust, F.S.B.	PIMCO Total Return Fund	**	2,929,830
*	Prudential Bank & Trust, F.S.B.	Oppenheimer Developing Markets Fund	**	213,326
*	Prudential Bank & Trust, F.S.B.	Target Small Cap Value Fund	**	344,751
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	-	900,956
				$ 17,697,866

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.

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

CON AM 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

CON AM 401(k) RETIREMENT PLAN

INDEX TO

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 AND 2011

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 the Financial Statements ..... 5 - 16

Supplemental Schedule:

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 17

Wright Ford Young & Co.

Certified Public Accountants and Consultants, Inc.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Con Am 401(k) Retirement Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by John Hancock Life Insurance Company and Prudential Retirement Insurance and Annuity Company as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B, as of December 31, 2012 and for the period April 2, 2012 through December 31, 2012, collectively referred to as the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians that the information provided to the plan administrator by the custodians is complete and accurate.

16140 Sand Canyon Avenue • Irvine, California 92618 • (949) 910-CPAS (2727) • Fax (949) 910-2728

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wright Ford Young & Co.

WRIGHT FORD YOUNG & CO.
Irvine, California
October 4, 2013

CON AM 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Total investments	16,796,910	14,585,629
Receivables:		
Employer contributions	129,224	109,465
Notes receivable from participants	900,956	573,056
Total receivables	1,030,180	682,521
Non-interest bearing cash	-	6,312
Total assets	17,827,090	15,274,462
LIABILITIES:		
Corrective distributions	33,858	14,729
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,793,232	$ 15,259,733

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

CON AM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:	
Investment earnings:	
Net appreciation in fair value of investments	$ 1,667,578
Interest income	52,034
Dividend income	141,251
Other income	18,519
Total investment earnings	1,879,382
Interest income on notes receivable from participants	29,332
Contributions:	
Participant	1,571,619
Employer	387,097
Rollover	412,365
Total contributions	2,371,081
Total additions	4,279,795
Deductions from net assets attributed to:	
Benefits paid to participants	1,687,808
Administrative expenses	58,488
Total deductions	1,746,296
NET INCREASE	2,533,499
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	15,259,733
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 17,793,232

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

CON AM 401(k) RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN

The following description of the Con Am 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees, as defined in the plan document, of Con Am Management Corporation (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Prior to April 2, 2012, employees who primarily perform duties at the corporate or regional office (Corporate associates) may enter the Plan on April 1st or October 1st coinciding with or following their date of hire. Prior to April 2, 2012, employees who perform duties at one or more of the managed communities (Community associates) may enter the Plan on April 1st coinciding with or following their date of hire. Starting on April 2, 2012, both Corporate associates and Community associates may enter the Plan on the first day of each calendar month coinciding with or following one month of service.

Administration

The Plan is administered by the Company.

Contributions

Each year, eligible participants may elect to contribute up to 100% of eligible compensation, not to exceed the limits of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make matching contributions to the Plan. The non-discretionary matching contributions made to Community associates require the participants to have completed twelve months of service. The discretionary contributions made to Corporate associates require the participants to have completed twelve months of service and be an active employee on the last day of the Plan year.

For the year ended December 31, 2012, the Company made discretionary matching contributions to Corporate associates of 33% of the participant's deferral, up to the first 6% of compensation totaling $129,224. For the year ended December 31, 2012, the Company made non-discretionary matching contributions to Community associates of 50% of the participant's deferral, up to the first 4% of compensation totaling $257,873.

1. DESCRIPTION OF PLAN – (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's eligible compensation, participant contributions, investment elections and/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.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contributions plus actual earnings thereon is based on years of service according to the following schedule:

Years of Service	Vested Percentage
Less than 3	0%
3 or more	100%

Forfeitures

The unvested portion of a terminated participant's account will be forfeited and used to first pay Plan expenses and then to reduce future Company contributions. During 2012, forfeitures in the amount of $11,790 were used to pay Plan expenses. As of December 31, 2012 and 2011, the Plan had available forfeitures of $20,882 and $6,312, respectively.

Notes Receivable from Participants

In the event that a participant incurs a financial hardship or has a specified financial need, as defined by the Plan, participants may borrow from their fund accounts a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance during the previous 12 months. Two loans per participant may be outstanding at any time. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. The interest rate will generally be the prime interest rate charged by banks as published in the *Wall Street Journal* as of the first day of the calendar quarter plus 1%. Principal and interest is paid ratably through payroll deductions.

1. DESCRIPTION OF PLAN – (Continued)

Payment of Benefits

On termination of service due to death, disability, retirement or other defined reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or an annuity. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. All vested account balances exceeding $1,000, but not exceeding $5,000, may be rolled into an Individual Retirement Account. All vested account balances not exceeding $1,000 may be immediately distributed in a lump-sum payment. With the plan administrator's approval, participants may withdraw all or part of their aggregate contributions in the event of financial hardship.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

As described in guidance issued by the Financial Accounting Standards Board (the FASB), on reporting of fully benefit-responsive investment contracts held by certain investment companies, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The guidance requires the statements of net assets available for benefits to present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2012, the custodians of the Plan have represented that the fair value of the guaranteed income fund is equal to the contract value as the crediting interest rate is reset semi-annually including the last day of the plan year. The crediting interest rate at December 31, 2012 is comparable to other fully benefit-responsive guaranteed income funds. Further, the plan sponsor has no intention of terminating the Plan or the guaranteed income fund investment option, thus contract termination charges are not required to be considered when determining fair value. Therefore, as of December 31, 2012, there is no adjustment from fair value to contract value for the fully benefit-responsive investment contract in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investments Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus accrued interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Other Income

Other income includes reimbursements from the Plan's custodian under a plan expense reimbursement account that commenced in 2012. These reimbursements may either be used to pay Plan expenses or allocated to participant's accounts.

Plan Fees and Administrative Expenses

Plan fees and administrative expenses (exclusive of investment related expenses and certain transaction fees) are generally paid by the Plan, unless paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Subsequent Events

The Company has evaluated subsequent events through the date of the independent auditors' report, which is the date the accompanying financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

The FASB provides the 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 lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

3. FAIR VALUE MEASUREMENTS – (Continued)

Registered investment companies: These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and should be classified within level 1 as of December 31, 2012 and 2011, respectively, of the valuation hierarchy.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The guaranteed income fund is classified within Level 3 of the valuation hierarchy because the inputs are unobservable and significant to the fair value measurement.

Guaranteed investment contracts: The fair value of the guaranteed investment contracts (GIC) is determined by multiplying the contract value by a factor which takes into account the remaining number of months until maturity, the composite rate being earned, the declared rate and various pre-established rates of return contractually established by the issuer. The asset is classified within level 3 of the valuation hierarchy because the asset value is not based on a quoted active market and is valued based on unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

3. FAIR VALUE MEASUREMENTS – (Continued)

Description	Total	Level 1	Level 2	Level 3
December 31, 2012				
Registered investment companies:				
Fixed Income	$ 3,256,772	$ 3,256,772	$ -	$ -
International Stock	2,954,649	2,954,649	-	-
Large Cap Stock	4,502,438	4,502,438	-	-
Mid Cap Stock	1,511,723	1,511,723	-	-
Small Cap Stock	984,373	984,373	-	-
Total registered investment companies	13,209,955	13,209,955	-	-
Guaranteed income fund	3,586,955	-	-	3,586,955
Total investments at fair value	$ 16,796,910	$ 13,209,955	$ -	$3,586,955
December 31, 2011				
Registered investment companies:				
Aggressive Growth Funds	$ 3,751,234	$ -	$ 3,751,234	$ -
Growth Funds	3,295,810	-	3,295,810	-
Growth & Income Funds	3,672,031	-	3,672,031	-
Income Funds	1,587,974	-	1,587,974	-
Conservative Funds	1,905,029	-	1,905,029	-
Total registered investment companies:	14,212,078	-	14,212,078	-
Guaranteed investment contracts	373,551	-	-	373,551
Total investments at fair value	$ 14,585,629	$ -	$ 14,212,078	$ 373,551

3. FAIR VALUE MEASUREMENTS – (Continued)

The Plan's investments in registered investment companies were held by John Hancock Life Insurance Company (John Hancock) for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B (Prudential) for the period April 2, 2012 through December 31, 2012. Registered investment company funds invested with John Hancock were classified within level 2. Registered investment company funds invested with Prudential are valued based the NAV which is quoted in an active market and these investments are classified within level 1; therefore, reclassification of plan investments in registered investment companies from level 2 to level 1 occurred during the 2012 Plan year.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 asset for the year ended December 31, 2012.

	Income Fund	Investment Contracts
Balance, beginning of period	$ -	$ 373,551
Purchases	4,084,584	13,948
Interest	51,128	906
Sales	(546,566)	(387,013)
Fees	(2,191)	(1,392)
Balance, end of year	$ 3,586,955	$ -

The nature, risks and investment objectives of the Level 2 investment category described above, for which fair value is estimated at NAV, can be found in the Plan's enrollment literature. These investments can be redeemed immediately and without a redemption notification period. As of December 31, 2012 and 2011, there were no unfunded commitments associated with any of these investments.

The following table represents the Plan's Level 3 investment, the valuation techniques used to measure the fair value of the investment, and the significant unobservable inputs and the ranges of values for those inputs:

Instrument	*Fair Value*	*Principal Valuation Method*	*Unobservable Inputs*	*Range of Significant Unobservable Inputs*
Guaranteed Income Fund	$ 3,586,955	Fair Value = Contract Value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than contractual minimum crediting rate

3. FAIR VALUE MEASUREMENTS – (Continued)

The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the issuer's general account. Key factors that could influence future interest crediting rates are changes in interest rates, and default or credit failures of the securities underlying the Guaranteed Income Fund's (the GIF) cash flows.

4. TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan which received a favorable opinion letter from the Internal Revenue Service (IRS), on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the IRC. The Plan has since been amended. The Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 if the Plan has taken an uncertain tax 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 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.

5. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. For the period January 1, 2012 through March 30, 2012, certain Plan investments were managed by John Hancock. For the period April 2, 2012 through December 31, 2012 certain Plan investments were managed by Prudential. The Plan paid $46,119 in contract administration fees to Prudential, and $12,369 to John Hancock during 2012. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. The Company paid certain other administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, affected participants will become 100% vested in their accounts.

7. INVESTMENT CONTRACT WITH INSURANCE COMPANIES

As of December 31, 2012, the Plan held assets of $3,586,955 in the GIF with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

At December 31, 2011 the Plan held assets of $373,551 in a non-fully benefit responsive investment contract with John Hancock. John Hancock maintained the contributions in guaranteed investment contracts. The account was credited with earnings on the underlying investments and charged with Plan withdrawals. The guaranteed investment contracts are reported at contract value by John Hancock. The guaranteed investment contracts should be reported at fair value as they are non-fully benefit responsive. The difference between fair value and contract value is not material. In 2011, the crediting interest rates ranged from 0.20% to 1.30%. The crediting interest rates are reset upon the maturity of the contracts.

As described in Note 2, because the guaranteed income fund, with Prudential, is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting.

There are no events which could limit the ability of the Plan to transact at contract value with the issuer. In rare circumstances, the issuer has the right to pay contract value over time. The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	2012
Based on actual earnings	1.90%
Based on interest rate credited to participants	1.81%

8. RISKS AND UNCERTAINTIES

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

9. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, John Hancock, as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012 and Prudential as of December 31, 2012 and for the period April 2, 2012 to December 31, 2012, collectively referred to as the custodians of the Plan, have certified to the completeness and accuracy of the following information which is included in the financial statements and supplemental schedule of assets (held at end of year) as of December 31, 2012 and 2011, and for the year ended December 31, 2012:

	2012	2011
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Non-interest bearing cash	-	6,312
Notes receivable from participants	900,956	573,056
Net appreciation in fair value of investments	1,667,578	n/a
Interest	52,034	n/a
Dividends	141,251	n/a
Interest income on notes receivable from participants	29,332	n/a

10. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012
Guaranteed Income Fund	$ 3,586,955
Loomis Sayles Value Fund	2,004,858
American Funds EuroPacific Growth Fund	2,489,039
Wells Fargo Advantage Growth Fund	1,987,324
PIMCO Total Return Fund	2,929,830

10. INVESTMENTS – (Continued)

	2011
Lifestyle Balanced Fund	$ 2,531,684
Lifestyle Growth Fund	2,084,697
Money Market Fund	1,404,448

For the year ended December 31, 2012, the Plan's investments in registered investment companies (including investments bought, sold and held during the year) appreciated in value by $1,667,578.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 17,793,232	$ 15,259,733
Less contributions receivable	(129,224)	(109,465)
Add accrual of corrective distributions per the Financial statements	33,858	14,729
Net assets available for benefits per Form 5500	$ 17,697,866	$ 15,164,997

The following is a reconciliation of the net change in assets per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	$ 2,533,499
Add 2012 accrual of corrective distributions	33,858
Add 2011 contributions receivable	109,465
Less 2011 accrual of corrective distributions	(14,729)
Less 2012 contributions receivable	(129,224)
Net increase per Form 5500	$ 2,532,869

CON AM 401(k) RETIREMENT PLAN

PLAN FEIN#: 95-3809553

PLAN # 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	**	$ 3,586,955
*	Prudential Bank & Trust, F.S.B.	Prudential Stock Index Fund	**	239,037
*	Prudential Bank & Trust, F.S.B.	Dreyfus International Stock Index Fund	**	252,284
*	Prudential Bank & Trust, F.S.B.	Dreyfus Small Cap Stock Index Fund	**	40,679
*	Prudential Bank & Trust, F.S.B.	Dreyfus Mid Cap Index Fund	**	155,547
*	Prudential Bank & Trust, F.S.B.	Fidelity Advisor Government Income Fund	**	326,942
*	Prudential Bank & Trust, F.S.B.	American Funds Fundamental Investors Fund	**	271,219
*	Prudential Bank & Trust, F.S.B.	Loomis Sayles Value Fund	**	2,004,858
*	Prudential Bank & Trust, F.S.B.	American Funds EuroPacific Growth Fund	**	2,489,039
*	Prudential Bank & Trust, F.S.B.	Goldman Sachs Growth Opportunities Fund	**	798,943
*	Prudential Bank & Trust, F.S.B.	RidgeWorth Mid Cap Value Equity Fund	**	557,233
*	Prudential Bank & Trust, F.S.B.	Wells Fargo Advantage Growth Fund	**	1,987,324
*	Prudential Bank & Trust, F.S.B.	Lord Abbett Developing Growth Fund	**	455,174
*	Prudential Bank & Trust, F.S.B.	T Rowe Price Small Cap Stock Fund	**	143,769
*	Prudential Bank & Trust, F.S.B.	PIMCO Total Return Fund	**	2,929,830
*	Prudential Bank & Trust, F.S.B.	Oppenheimer Developing Markets Fund	**	213,326
*	Prudential Bank & Trust, F.S.B.	Target Small Cap Value Fund	**	344,751
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	-	900,956
				$ 17,697,866

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.

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

CON AM 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

CON AM 401(k) RETIREMENT PLAN

INDEX TO

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 AND 2011

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 the Financial Statements ..... 5 - 16

Supplemental Schedule:

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 17

Wright Ford Young & Co.

Certified Public Accountants and Consultants, Inc.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Con Am 401(k) Retirement Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by John Hancock Life Insurance Company and Prudential Retirement Insurance and Annuity Company as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B, as of December 31, 2012 and for the period April 2, 2012 through December 31, 2012, collectively referred to as the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians that the information provided to the plan administrator by the custodians is complete and accurate.

16140 Sand Canyon Avenue • Irvine, California 92618 • (949) 910-CPAS (2727) • Fax (949) 910-2728

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wright Ford Young & Co.

WRIGHT FORD YOUNG & CO.
Irvine, California
October 4, 2013

CON AM 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Total investments	16,796,910	14,585,629
Receivables:		
Employer contributions	129,224	109,465
Notes receivable from participants	900,956	573,056
Total receivables	1,030,180	682,521
Non-interest bearing cash	-	6,312
Total assets	17,827,090	15,274,462
LIABILITIES:		
Corrective distributions	33,858	14,729
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,793,232	$ 15,259,733

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

CON AM 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:	
Investment earnings:	
Net appreciation in fair value of investments	$ 1,667,578
Interest income	52,034
Dividend income	141,251
Other income	18,519
Total investment earnings	1,879,382
Interest income on notes receivable from participants	29,332
Contributions:	
Participant	1,571,619
Employer	387,097
Rollover	412,365
Total contributions	2,371,081
Total additions	4,279,795
Deductions from net assets attributed to:	
Benefits paid to participants	1,687,808
Administrative expenses	58,488
Total deductions	1,746,296
NET INCREASE	2,533,499
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	15,259,733
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 17,793,232

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

CON AM 401(k) RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN

The following description of the Con Am 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees, as defined in the plan document, of Con Am Management Corporation (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Prior to April 2, 2012, employees who primarily perform duties at the corporate or regional office (Corporate associates) may enter the Plan on April 1st or October 1st coinciding with or following their date of hire. Prior to April 2, 2012, employees who perform duties at one or more of the managed communities (Community associates) may enter the Plan on April 1st coinciding with or following their date of hire. Starting on April 2, 2012, both Corporate associates and Community associates may enter the Plan on the first day of each calendar month coinciding with or following one month of service.

Administration

The Plan is administered by the Company.

Contributions

Each year, eligible participants may elect to contribute up to 100% of eligible compensation, not to exceed the limits of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make matching contributions to the Plan. The non-discretionary matching contributions made to Community associates require the participants to have completed twelve months of service. The discretionary contributions made to Corporate associates require the participants to have completed twelve months of service and be an active employee on the last day of the Plan year.

For the year ended December 31, 2012, the Company made discretionary matching contributions to Corporate associates of 33% of the participant's deferral, up to the first 6% of compensation totaling $129,224. For the year ended December 31, 2012, the Company made non-discretionary matching contributions to Community associates of 50% of the participant's deferral, up to the first 4% of compensation totaling $257,873.

1. DESCRIPTION OF PLAN – (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's eligible compensation, participant contributions, investment elections and/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.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contributions plus actual earnings thereon is based on years of service according to the following schedule:

Years of Service	Vested Percentage
Less than 3	0%
3 or more	100%

Forfeitures

The unvested portion of a terminated participant's account will be forfeited and used to first pay Plan expenses and then to reduce future Company contributions. During 2012, forfeitures in the amount of $11,790 were used to pay Plan expenses. As of December 31, 2012 and 2011, the Plan had available forfeitures of $20,882 and $6,312, respectively.

Notes Receivable from Participants

In the event that a participant incurs a financial hardship or has a specified financial need, as defined by the Plan, participants may borrow from their fund accounts a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance during the previous 12 months. Two loans per participant may be outstanding at any time. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. The interest rate will generally be the prime interest rate charged by banks as published in the *Wall Street Journal* as of the first day of the calendar quarter plus 1%. Principal and interest is paid ratably through payroll deductions.

1. DESCRIPTION OF PLAN – (Continued)

Payment of Benefits

On termination of service due to death, disability, retirement or other defined reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or an annuity. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. All vested account balances exceeding $1,000, but not exceeding $5,000, may be rolled into an Individual Retirement Account. All vested account balances not exceeding $1,000 may be immediately distributed in a lump-sum payment. With the plan administrator's approval, participants may withdraw all or part of their aggregate contributions in the event of financial hardship.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

As described in guidance issued by the Financial Accounting Standards Board (the FASB), on reporting of fully benefit-responsive investment contracts held by certain investment companies, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The guidance requires the statements of net assets available for benefits to present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2012, the custodians of the Plan have represented that the fair value of the guaranteed income fund is equal to the contract value as the crediting interest rate is reset semi-annually including the last day of the plan year. The crediting interest rate at December 31, 2012 is comparable to other fully benefit-responsive guaranteed income funds. Further, the plan sponsor has no intention of terminating the Plan or the guaranteed income fund investment option, thus contract termination charges are not required to be considered when determining fair value. Therefore, as of December 31, 2012, there is no adjustment from fair value to contract value for the fully benefit-responsive investment contract in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investments Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus accrued interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Other Income

Other income includes reimbursements from the Plan's custodian under a plan expense reimbursement account that commenced in 2012. These reimbursements may either be used to pay Plan expenses or allocated to participant's accounts.

Plan Fees and Administrative Expenses

Plan fees and administrative expenses (exclusive of investment related expenses and certain transaction fees) are generally paid by the Plan, unless paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Subsequent Events

The Company has evaluated subsequent events through the date of the independent auditors' report, which is the date the accompanying financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

The FASB provides the 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 lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

3. FAIR VALUE MEASUREMENTS – (Continued)

Registered investment companies: These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and should be classified within level 1 as of December 31, 2012 and 2011, respectively, of the valuation hierarchy.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The guaranteed income fund is classified within Level 3 of the valuation hierarchy because the inputs are unobservable and significant to the fair value measurement.

Guaranteed investment contracts: The fair value of the guaranteed investment contracts (GIC) is determined by multiplying the contract value by a factor which takes into account the remaining number of months until maturity, the composite rate being earned, the declared rate and various pre-established rates of return contractually established by the issuer. The asset is classified within level 3 of the valuation hierarchy because the asset value is not based on a quoted active market and is valued based on unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

3. FAIR VALUE MEASUREMENTS – (Continued)

Description	Total	Level 1	Level 2	Level 3
December 31, 2012				
Registered investment companies:				
Fixed Income	$ 3,256,772	$ 3,256,772	$ -	$ -
International Stock	2,954,649	2,954,649	-	-
Large Cap Stock	4,502,438	4,502,438	-	-
Mid Cap Stock	1,511,723	1,511,723	-	-
Small Cap Stock	984,373	984,373	-	-
Total registered investment companies	13,209,955	13,209,955	-	-
Guaranteed income fund	3,586,955	-	-	3,586,955
Total investments at fair value	$ 16,796,910	$ 13,209,955	$ -	$3,586,955
December 31, 2011				
Registered investment companies:				
Aggressive Growth Funds	$ 3,751,234	$ -	$ 3,751,234	$ -
Growth Funds	3,295,810	-	3,295,810	-
Growth & Income Funds	3,672,031	-	3,672,031	-
Income Funds	1,587,974	-	1,587,974	-
Conservative Funds	1,905,029	-	1,905,029	-
Total registered investment companies:	14,212,078	-	14,212,078	-
Guaranteed investment contracts	373,551	-	-	373,551
Total investments at fair value	$ 14,585,629	$ -	$ 14,212,078	$ 373,551

3. FAIR VALUE MEASUREMENTS – (Continued)

The Plan's investments in registered investment companies were held by John Hancock Life Insurance Company (John Hancock) for the period January 1, 2012 through March 30, 2012, and Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B (Prudential) for the period April 2, 2012 through December 31, 2012. Registered investment company funds invested with John Hancock were classified within level 2. Registered investment company funds invested with Prudential are valued based the NAV which is quoted in an active market and these investments are classified within level 1; therefore, reclassification of plan investments in registered investment companies from level 2 to level 1 occurred during the 2012 Plan year.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 asset for the year ended December 31, 2012.

	Income Fund	Investment Contracts
Balance, beginning of period	$ -	$ 373,551
Purchases	4,084,584	13,948
Interest	51,128	906
Sales	(546,566)	(387,013)
Fees	(2,191)	(1,392)
Balance, end of year	$ 3,586,955	$ -

The nature, risks and investment objectives of the Level 2 investment category described above, for which fair value is estimated at NAV, can be found in the Plan's enrollment literature. These investments can be redeemed immediately and without a redemption notification period. As of December 31, 2012 and 2011, there were no unfunded commitments associated with any of these investments.

The following table represents the Plan's Level 3 investment, the valuation techniques used to measure the fair value of the investment, and the significant unobservable inputs and the ranges of values for those inputs:

Instrument	*Fair Value*	*Principal Valuation Method*	*Unobservable Inputs*	*Range of Significant Unobservable Inputs*
Guaranteed Income Fund	$ 3,586,955	Fair Value = Contract Value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than contractual minimum crediting rate

3. FAIR VALUE MEASUREMENTS – (Continued)

The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the issuer's general account. Key factors that could influence future interest crediting rates are changes in interest rates, and default or credit failures of the securities underlying the Guaranteed Income Fund's (the GIF) cash flows.

4. TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan which received a favorable opinion letter from the Internal Revenue Service (IRS), on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the IRC. The Plan has since been amended. The Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 if the Plan has taken an uncertain tax 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 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.

5. PARTY-IN-INTEREST TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. For the period January 1, 2012 through March 30, 2012, certain Plan investments were managed by John Hancock. For the period April 2, 2012 through December 31, 2012 certain Plan investments were managed by Prudential. The Plan paid $46,119 in contract administration fees to Prudential, and $12,369 to John Hancock during 2012. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. The Company paid certain other administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party-in-interest transactions for which a statutory exemption exists.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, affected participants will become 100% vested in their accounts.

7. INVESTMENT CONTRACT WITH INSURANCE COMPANIES

As of December 31, 2012, the Plan held assets of $3,586,955 in the GIF with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

At December 31, 2011 the Plan held assets of $373,551 in a non-fully benefit responsive investment contract with John Hancock. John Hancock maintained the contributions in guaranteed investment contracts. The account was credited with earnings on the underlying investments and charged with Plan withdrawals. The guaranteed investment contracts are reported at contract value by John Hancock. The guaranteed investment contracts should be reported at fair value as they are non-fully benefit responsive. The difference between fair value and contract value is not material. In 2011, the crediting interest rates ranged from 0.20% to 1.30%. The crediting interest rates are reset upon the maturity of the contracts.

As described in Note 2, because the guaranteed income fund, with Prudential, is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting.

There are no events which could limit the ability of the Plan to transact at contract value with the issuer. In rare circumstances, the issuer has the right to pay contract value over time. The guaranteed income fund does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	2012
Based on actual earnings	1.90%
Based on interest rate credited to participants	1.81%

8. RISKS AND UNCERTAINTIES

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

9. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, John Hancock, as of December 31, 2011 and for the period January 1, 2012 through March 30, 2012 and Prudential as of December 31, 2012 and for the period April 2, 2012 to December 31, 2012, collectively referred to as the custodians of the Plan, have certified to the completeness and accuracy of the following information which is included in the financial statements and supplemental schedule of assets (held at end of year) as of December 31, 2012 and 2011, and for the year ended December 31, 2012:

	2012	2011
Registered investment companies	$ 13,209,955	$ 14,212,078
Guaranteed income fund	3,586,955	-
Guaranteed investment contracts	-	373,551
Non-interest bearing cash	-	6,312
Notes receivable from participants	900,956	573,056
Net appreciation in fair value of investments	1,667,578	n/a
Interest	52,034	n/a
Dividends	141,251	n/a
Interest income on notes receivable from participants	29,332	n/a

10. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012
Guaranteed Income Fund	$ 3,586,955
Loomis Sayles Value Fund	2,004,858
American Funds EuroPacific Growth Fund	2,489,039
Wells Fargo Advantage Growth Fund	1,987,324
PIMCO Total Return Fund	2,929,830

10. INVESTMENTS – (Continued)

	2011
Lifestyle Balanced Fund	$ 2,531,684
Lifestyle Growth Fund	2,084,697
Money Market Fund	1,404,448

For the year ended December 31, 2012, the Plan's investments in registered investment companies (including investments bought, sold and held during the year) appreciated in value by $1,667,578.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 17,793,232	$ 15,259,733
Less contributions receivable	(129,224)	(109,465)
Add accrual of corrective distributions per the Financial statements	33,858	14,729
Net assets available for benefits per Form 5500	$ 17,697,866	$ 15,164,997

The following is a reconciliation of the net change in assets per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	$ 2,533,499
Add 2012 accrual of corrective distributions	33,858
Add 2011 contributions receivable	109,465
Less 2011 accrual of corrective distributions	(14,729)
Less 2012 contributions receivable	(129,224)
Net increase per Form 5500	$ 2,532,869

CON AM 401(k) RETIREMENT PLAN

PLAN FEIN#: 95-3809553

PLAN # 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	**	$ 3,586,955
*	Prudential Bank & Trust, F.S.B.	Prudential Stock Index Fund	**	239,037
*	Prudential Bank & Trust, F.S.B.	Dreyfus International Stock Index Fund	**	252,284
*	Prudential Bank & Trust, F.S.B.	Dreyfus Small Cap Stock Index Fund	**	40,679
*	Prudential Bank & Trust, F.S.B.	Dreyfus Mid Cap Index Fund	**	155,547
*	Prudential Bank & Trust, F.S.B.	Fidelity Advisor Government Income Fund	**	326,942
*	Prudential Bank & Trust, F.S.B.	American Funds Fundamental Investors Fund	**	271,219
*	Prudential Bank & Trust, F.S.B.	Loomis Sayles Value Fund	**	2,004,858
*	Prudential Bank & Trust, F.S.B.	American Funds EuroPacific Growth Fund	**	2,489,039
*	Prudential Bank & Trust, F.S.B.	Goldman Sachs Growth Opportunities Fund	**	798,943
*	Prudential Bank & Trust, F.S.B.	RidgeWorth Mid Cap Value Equity Fund	**	557,233
*	Prudential Bank & Trust, F.S.B.	Wells Fargo Advantage Growth Fund	**	1,987,324
*	Prudential Bank & Trust, F.S.B.	Lord Abbett Developing Growth Fund	**	455,174
*	Prudential Bank & Trust, F.S.B.	T Rowe Price Small Cap Stock Fund	**	143,769
*	Prudential Bank & Trust, F.S.B.	PIMCO Total Return Fund	**	2,929,830
*	Prudential Bank & Trust, F.S.B.	Oppenheimer Developing Markets Fund	**	213,326
*	Prudential Bank & Trust, F.S.B.	Target Small Cap Value Fund	**	344,751
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	-	900,956
				$ 17,697,866

* A party-in-interest as defined by ERISA.

** Disclosure of this information is not required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA when the account is participant directed.

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