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
LOEB & LOEB LLP PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 01/01/1985

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

LOEB & LOEB LLP

10100 SANTA MONICA BLVD., STE 2200
LOS ANGELES, CA 90067-4120

2b Employer Identification Number (EIN) 95-1780806

2c Sponsor's telephone number 310-282-2000

2d Business code (see instructions) 541110

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	SCOTT COTIE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	779
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**	595
b Retired or separated participants receiving benefits	**6b**	6
c Other retired or separated participants entitled to future benefits	**6c**	179
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	780
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	780
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	715
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2F 2G 2J 2R 2T 3B 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
LOEB & LOEB LLP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
LOEB & LOEB LLP

D Employer Identification Number (EIN)
95-1780806

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

CITY NATIONAL BANK

95-1780067

(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 19 21 25 37 38 59 60 62 63 64 65 68 71	TRUSTEE/RECORD KEEPER	78131	Yes [X] No [ ]	Yes [X] No [ ]	115875	Yes [X] No [ ]

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

UBS

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	13204	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

NATIONAL FINANCIAL SERVICES LLC

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 33 57 59 62 63 71	SUBCONTRACTOR OF CNB	1243	Yes [X] No [ ]	Yes [ ] No [X]	71641	Yes [X] No [ ]

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

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

US BANK

41-0255900

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 62	SUBCONTRACTOR OF CNB	0	Yes [X] No [ ]	Yes [ ] No [X]	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
CITY NATIONAL BANK	62	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.
CITY NATIONAL BANK 95-1780067	INTEREST ON EXCESS BALANCES (I.E. FLOAT) HELD AT FED RESERVE BANKS ESTIMATED TO BE FED FUNDS TARGET RATE (0% TO 0.25%) LESS THE COST OF FDIC INSURANCE PREMIUMS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	62	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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	MAY EARN INTEREST (FLOAT) FROM THE USE OF PENDING AMOUNTS SUCH AS ITEMS PENDING SETTLEMENT. FLOAT EARNINGS WILL BE REALIZED AT RATES APPROX THE FEDERAL FUNDS TARGET RATES.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
US BANK	62	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.
US BANK 41-0255900	US BANK MAY RETAIN INCOME ON THE "FLOAT" AS COMP FOR CUSTODY SERVICES. THE FLOAT RATE IS GENERALLY NO MORE THAN THE FEDERAL FUNDS TARGET RATES OF INTEREST.

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
CITY NATIONAL BANK	68	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.
BROKERS USED BY CITY NATIONAL BANK 95-1780067	SOFT DOLLARS GENERATED FROM EQUITY TRANSACTIONS RANGES FROM $0.015-$0.028 PER SHARE AS AN EQUITY COMMISSION GENERATED ON ACCOUNTS TO ASSIST MGR IN INV-DECISION PROCESS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
ALLIANZ ATTN JOSEPH GULLACE, FINANCE OPERAT 1633 BROADWAY NEW YORK, NY 10019	.400% PER YEAR ON CUSIP 018918276

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
AMANA MUTUAL HOLLY PLAZA 1300 NORTH STATE STREET BELLINGHAM, WA 98225	.400% PER YEAR ON CUSIP 022865109, 022865208

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
NATIONAL FINANCIAL SERVICES LLC	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.
AMERICAN HOST CONTROL 3500 WISEMAN BLVD. SAN ANTONIO, TX 78251-4321	$18.00 PER YEAR ON CUSIP 298706102, 461308108

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
AMERICAN CLASS R HOST CONTROL 3500 WISEMAN BLVD. SAN ANTONIO, TX 78251-4321	$10.00 PER YEAR ON CUSIP 140543836

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
BARON ASSET ATTN ARCHINA D'AGOSTINO 767 5TH AVENUE, 49TH FLOOR NEW YORK, NY 10153	.400% PER YEAR ON CUSIP 068278308, 068278407

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
NATIONAL FINANCIAL SERVICES LLC	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.
BRANDYWINE MK-WIT5F 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202	$16.00 PER YEAR ON CUSIP 10532B101

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
BRANDYWINE MK-WIT5F 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202	.400% PER YEAR ON CUSIP 10532B200

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
CNI CHARTER FUNDS ATTN PATTY REILLY 1 FREEDOM VALLEY DRIVE OAKS, PA 19456	LESS THAN .000% PER YEAR ON CUSIP 125977108

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
NATIONAL FINANCIAL SERVICES LLC	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.
COLUMBIA 225 FRANKLIN ST, BX25 10320 BOSTON, MA 02110	.100% PER YEAR ON CUSIP 19765H321

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
DIMENSIONAL ATTN TINA LARUSSO 1299 OCEAN AVENUE, 4TH FLOOR SANTA MONICA, CA 90401	LESS THAN .000% PER YEAR ON CUSIP 233203603, 233203736

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
DODGE & COX ATTN SANDY HE 555 CALIFORNIA STREET, 40TH FLOOR SAN FRANCISCO, CA 94104	LESS THAN .000% PER YEAR ON CUSIP 256206103

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
NATIONAL FINANCIAL SERVICES LLC	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS ATTN ROB GALLINA, INSTITUTIONAL SER 144 GLENN CURTISS BLVD., 8TH FLOOR UNIONDALE, NY 11556	.300% PER YEAR ON CUSIP 26200Q105

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS ATTN ROB GALLINA, INSTITUTIONAL SER 144 GLENN CURTISS BLVD 8TH FLOOR UNIONDALE, NY 11556	.350% PER YEAR ON CUSIP 26200Q303

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
FORWARD INSTL CL ATTN LOIRE WHITE 101 CALIFORNIA STREET, SUITE 1600 SAN FRANCISCO, CA 94111	$16.00 PER YEAR ON CUSIP 349913822

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
NATIONAL FINANCIAL SERVICES LLC	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.
ING ATTN KERI BEDOYA 7337 E. DOUBLETREE RANCH ROAD SCOTTSDALE, AZ 85258	$12.00 PER YEAR ON CUSIP 44980Q708

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY IVY FUNDS 6300 LAMAR AVENUE OVERLAND PARK, KS 66202	.400% PER YEAR ON CUSIP 465897122

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
JANUS NO LOAD ATTN KRISTEN RENDER 151 DETROIT STREET DENVER, CO 80206	.350% PER YEAR ON CUSIP 471023846

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
NATIONAL FINANCIAL SERVICES LLC	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.
JOHN HANCOCK ATTN JERRY DUKATZ 601 CONGRESS ST., 9TH FLOOR BOSTON, MA 02210	$16.00 PER YEAR ON CUSIP 47803W109

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
JP MORGAN ATTN ALEISHA RADFORD 460 POLARIS PARKWAY WESTERVILLE, OH 43082	$12.00 PER YEAR ON CUSIP 4812C0613

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
JP MORGAN ATTN ALEISHA RADFORD 460 POLARIS PARKWAY WESTERVILLE, OH 43082	$12.00 PER YEAR ON CUSIP 4812C1793

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
NATIONAL FINANCIAL SERVICES LLC	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.
KEELEY 111 WEST JACKSON BLVD., SUITE 810 CHICAGO, IL 60604	$6.00 PER YEAR ON CUSIP 487300501

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
MANAGERS ATTN HENRY ORVIN 800 CONNECTICUT AVENUE NORWALK, CT 06854	.400% PER YEAR ON CUSIP 561717679

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
MATTHEWS ASIAN FDS ATTN STERLING TAI 4 EMBARCADERO CENTER, SUITE 550 SAN FRANCISCO, CA 94111	.400% PER YEAR ON CUSIP 577125206, 577130107

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
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
MERGER FUND U.S. BANCORP FUND SERVICES, MK-WI-T 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202	.400% PER YEAR ON CUSIP 589509108

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
NATIXIS ATTN JEN WHIGHAM, NATIXIS DISTRIBUT 399 BOYLSTON ST, 8TH FLOOR BOSTON, MA 02116	$12.00 PER YEAR ON CUSIP 367829207

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
OAKMARK ATTN CHRIS WRIGHT TWO NORTH LASALLE ST., SUITE 500 CHICAGO, IL 60602	.350% PER YEAR ON CUSIP 413838400, 413838509, 413838830

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
NATIONAL FINANCIAL SERVICES LLC	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.
PIMCO ATTN JOSEPH GULLACE, FINANCE OPERAT 1633 BROADWAY NEW YORK, NY 10019	.100% PER YEAR ON CUSIP 72201M438

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
PROSPECTOR FUNDS ATTN PETE PERUGINI 370 CHURCH STREET GUILFORD, CT 06437	$16.00 PER YEAR ON CUSIP 743588204

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
ROYCE 745 FIFTH AVENUE, SUITE 2400 NEW YORK, NY 10151	$16.00 PER YEAR ON CUSIP 780905600, 780905881

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
NATIONAL FINANCIAL SERVICES LLC	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.
STRATTON 150 SOUTH WARNER ROAD, SUITE 460 KING OF PRUSS, PA 19406	$16.00 PER YEAR ON CUSIP 863137105

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
T ROWE PRICE ATTN FRANK CLARKSON 4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117	.030% PER YEAR ON CUSIP 741481105, 77954M105, 779556109, 779559103, 77956H500, 77956H815, 77956H880, 77957Y106, 779919109

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	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.
THIRD AVENUE 622 THIRD AVENUE, 32ND FLOOR NEW YORK, NY 10017	$16.00 PER YEAR ON CUSIP 884116500

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
NATIONAL FINANCIAL SERVICES LLC	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.
VANGUARD 100 VANGUARD BOULEVARD MALVERN, PA 19355	LESS THAN .000% PER YEAR ON CUSIP 921908208, 921908307, 921908802, 921937306, 92202E870, 922031869, 922042833, 922908108, 922908702, 922908710, 922908843

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
LOEB & LOEB LLP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LOEB & LOEB LLP

D Employer Identification Number (EIN)
95-1780806

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: SEI STABLE VALUE FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-7654996-001	C	0

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

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-6274329-001	C	3338451

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
LOEB & LOEB LLP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
LOEB & LOEB LLP

D Employer Identification Number (EIN)
95-1780806

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	110124	214500
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4311298	4437216
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	22514	9725
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14125517	14198028
(2) U.S. Government securities	1c(2)	118177	115245
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	833603	821888
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	3155823	4337036
(5) Partnership/joint venture interests	1c(5)	13908	63514
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1588765	1680655
(9) Value of interest in common/collective trusts	1c(9)	2334657	3338451
(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)	112149494	124980670
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	20497	10644

			(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	138784377	154207572
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	570	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	570	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	138783807	154207572

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)	4437216	
	(B) Participants	2a(1)(B)	5597806	
	(C) Others (including rollovers)	2a(1)(C)	1922743	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		11957765
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	38783	
	(B) U.S. Government securities	2b(1)(B)	2657	
	(C) Corporate debt instruments	2b(1)(C)	42514	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	80781	
	(F) Other	2b(1)(F)	508	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		165243
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	87221	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4036782	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4124003
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	12554502	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	12383669	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		170833
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	274470	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		274470

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		17651
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		11711004
c Other income	2c		2220
d Total income. Add all **income** amounts in column (b) and enter total	2d		28423189
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12904470	
(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)		12904470
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	75647	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	16993	
(4) Other	2i(4)	2314	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		94954
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12999424
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		15423765
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: DELOITTE & TOUCHE **(2)** EIN: 13-3891517

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		2000000
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
LOEB & LOEB LLP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
LOEB & LOEB LLP

D Employer Identification Number (EIN)
95-1780806

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**

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

EIN(s): 95-1780067

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):

Loeb & Loeb LLP Profit Sharing and 401(k) Plan

Employer ID No.: 95-1780806
Plan Number: 005

Financial Statements as of December 31, 2012 and 2011, and for the Year Ended December 31, 2012, Supplemental Schedule as of December 31, 2012, and Independent Auditors' Report

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Trustee of and Participants in
Loeb & Loeb LLP Profit Sharing and 401(k) Plan
Los Angeles, California

We were engaged to audit the accompanying financial statements of the Loeb & Loeb LLP Profit Sharing and 401(k) Plan (the "Plan"), which compromise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 3, which was certified by City National Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, listed in the table of contents, is required by the Department of Labor's 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 Department of Labor's 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 trustee, 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.

Deloitte + Touche LLP

September 27, 2013

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments (Notes 3, 4, and 5):		
Participant-directed investments — at fair value	$144,741,524	$130,527,143
Participant-directed investments — at estimated fair value	3,338,451	2,334,657
Total investments	148,079,975	132,861,800
Receivables:		
Notes receivable from participants	1,680,655	1,588,765
Employer contributions	4,437,216	4,311,295
Accrued investment income	9,726	22,517
Total receivables	6,127,597	5,922,577
LIABILITIES — Employee contributions payable		(570)
NET ASSETS AVAILABLE FOR BENEFITS	$154,207,572	$138,783,807

See notes to financial statements.

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

INVESTMENT INCOME (Notes 3 and 4):	
Interest and dividends	$ 4,208,464
Net appreciation in fair value of investments	12,141,534
Net appreciation in estimated fair value of investments	17,652
Net investment income	16,367,650
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	80,781
ADDITIONS — Contributions:	
Employer	4,437,216
Participant	5,597,806
Rollover	1,922,743
Total additions	11,957,765
DEDUCTIONS:	
Benefits paid to participants	(12,904,470)
Administrative expenses	(77,961)
Total deductions	(12,982,431)
INCREASE IN NET ASSETS	15,423,765
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	138,783,807
End of year	$ 154,207,572

See notes to financial statements.

1. PLAN DESCRIPTION AND RELATED INFORMATION

The following description of the Loeb & Loeb LLP Profit Sharing and 401(k) Plan (the "Plan") is provided for general purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined contribution plan established by Loeb & Loeb LLP (the "Firm"), a limited liability partnership, in January 1985. The Plan covers substantially all employees of the Firm. The pension committee appointed by the Firm (the "Plan Administrator") controls and manages the operation and administration of the Plan. City National Bank (the "Trustee") has served as the trustee of the Plan since April 1, 2004. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — The Firm may, in its discretion, make a profit-sharing contribution to the Plan, and such contribution, if made, will be allocated among the accounts of the participants in a manner intended to satisfy the nondiscrimination rules of the Internal Revenue Code (IRC or the "Code"). The Firm may, at its discretion, contribute an additional amount for any Plan year provided that the Firm's total profit-sharing contribution for the Plan year does not exceed 25% of the aggregate compensation of all participants for the Plan year. Participants may elect to defer up to 25% of their annual compensation subject to certain Code limitations. The Firm does not provide a matching contribution on elective contributions. Notwithstanding the foregoing, if participants are or will be age 50 on or before the last day of the calendar year, they may make additional 401(k) catch-up contributions subject to Code limitations.

The Plan also provides that a participant may designate all or a part of his or her elective contributions as Roth contributions. Roth contributions are treated by the Firm as included in the participant's income at the time the participant would have received the amount in cash if the participant had not made the cash or deferred election and is accounted for separately under the Plan. Roth contributions and pretax elective contributions may not be reclassified as another type of contribution.

Rollovers — With the consent of the Plan Administrator, Plan participants are permitted to deposit distributions received from other plans (rollovers) into the Plan.

Participant Accounts — Individual accounts are maintained for each of the Plan's participants. Each participant's account is credited with the participant's contribution; an allocation of the Firm's contribution, if any; and Plan earnings or losses and charged with withdrawals and administrative expenses. Such amounts are invested in several available investment funds or individual-directed accounts (IDAs) as directed by the participant. If a participant chooses to invest his or her contributions in the IDA, he or she is limited as to the types of investments in which he or she can choose to invest. Further, if a participant chooses to invest in the IDA, his or her entire account balance must be held in the IDA. Plan earnings or losses and administrative expenses are allocated to participants based on participant account balances.

Vesting — Participants are immediately vested in their voluntary contributions. In relation to the Firm's contributions, participants are 0% vested in the first two years and are 100% vested after completing third year of service.

Payment of Benefits — On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Notes Receivable from Participants ("Participant Loans") — Participants may borrow from their accounts from a minimum of $1,000 to a maximum of 50% of their account balance or $50,000, whichever is less. The participant loans are secured by the vested balance in the participant's account and bear interest at a rate equal to the prime rate, plus 2% at the time funds are borrowed. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. However, one loan transferred in as a result of a plan merger has a maximum loan period greater than 10 years. As of December 31, 2012, interest rates range from 5.25% to 8.25%, with maturities ranging from 2013 to 2024.

Forfeited Accounts — When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. The Plan document permits the use of forfeitures to reduce profit-sharing contributions for the Plan year. As of December 31, 2012 and 2011, forfeited nonvested accounts totaled $39,018 and $11,776, respectively. All of the current-year forfeitures were used to reduce current-year employer contributions.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 26 mutual funds, a stable value fund, and IDA as investment options for participants. Participants may change their investment options at any time. Effective August 8, 2012, the Pension Committee for the plan approved a revision of the investment menu offered in the Plan. The decision to make this change was made to better serve Plan participants in terms of types of investments offered, number of choices, and the cost of investing in core menu options. The SEI Stable Value Fund was replaced with the Morley Stable Value Fund (the "Morley Stable Value Fund" or the "Fund"), the American Growth Fund of America A3 was replaced with T. Rowe Price American Growth 4, and Royce Value Instl was replaced with Fidelity Small Cap Discovery. The following options were added to the plan: Ivy High Income I, Templeton Global Bond Adv, American Funds New World R6, T. Rowe Price Real Estate, Prudential Jennison Natural, and Mutual Hedge Frontier Legends I.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan invests in various investment instruments, including mutual funds, U.S. government securities, corporate debt instruments, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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 4 for a discussion on fair value measurements. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Common stock and the partnerships are valued at quoted market prices. The stable value fund is stated at estimated fair value as determined by the fair market value of the underlying investments. Cash and cash equivalents are recorded at cost, plus accrued interest. Corporate obligation and U.S. government securities traded in active markets on national securities exchanges are valued at closing prices on the last business day of each period presented. Securities traded in markets that are not considered active, including other assets, are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

Management fees charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees are reflected as a reduction of investment return for such investments.

Net appreciation in fair value of investments in the statement of changes in net assets available for benefits includes realized and unrealized gains and losses on investments sold or held during the year.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — The Firm pays a portion of the Plan's expenses as provided in the Plan document. The remaining portion of the recordkeeping costs is charged against participants' accounts and is reflected as administrative expenses in the statement of changes in net assets available for benefits.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid at December 31, 2012 and 2011.

Excess Contribution Payable — The Plan is required to return excess contributions received during the Plan year in excess of IRC limits.

Subsequent Events — Subsequent events were evaluated through September 27, 2013, the date the financial statements were available to be issued.

New Accounting Standards —

ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs — In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. ASU No. 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, this ASU provides

guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. This ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The Plan prospectively adopted ASU No. 2011-04 in 2012 and it did not have a material impact on the Plan's financial statements.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from the information prepared by City National Bank, the Trustee of the Plan and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2012	2011
Statements of net assets available for benefits:		
Investments at fair value as determined by market price:		
Cash and cash equivalents	$ 13,132,479	$ 13,046,610
Common stocks	4,337,035	3,155,823
Mutual funds	124,980,670	112,149,494
Corporate obligations	821,888	833,603
U.S. government securities and agencies	115,245	118,177
Savings and certificates of deposit (CDs)	1,280,049	1,189,031
Partnerships	63,514	13,908
Other assets	10,644	20,497
Investments at fair value	144,741,524	130,527,143
Investments at estimated fair value — Morley Stable Value Fund	3,338,451	2,334,657
Total investments	$ 148,079,975	$ 132,861,800
Investment income receivable	$ 9,726	$ 22,517
Statement of changes in net assets available for benefits — investment income —		
Interest and dividends	$ 4,208,464	
Appreciation (depreciation) in fair value of investments:		
Common stocks	$ 221,670	
Mutual funds	11,867,064	
Corporate obligations	36,570	
U.S. government securities and agencies	(1,914)	
Savings and CDs	10,601	
Partnerships	7,490	
Other assets	53	
Net depreciation in fair value of investments	$ 12,141,534	
Net appreciation in estimated fair value of investments	$ 17,652	

Notes 4 and 5: All investment balances and investment information, excluding the classification of investments by level in Note 4, are certified by the Trustee.

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year) are certified by the Trustee.

4. FAIR VALUE MEASUREMENT

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize transfers between levels based on the actual date of the event or change in circumstances that caused the transfer.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The 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.

Cash Equivalents — Cash equivalents are primarily short-term money market commingled funds that are categorized as Level 1. They are priced at par, which matches market data.

Common Stock and Partnerships — Common stock and partnerships are valued at the closing price reported on the active market on which the securities are traded on the last business day of the Plan year. Common stock and partnerships are categorized as Level 1.

Mutual Funds — Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. Shares of mutual funds held are categorized as Level 1.

Stable Value Fund — Valued at the net asset value of units of a bank collective trust. The net asset value, as provided by the Trustee, is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. In relation to the Morley Stable Value Fund, all investment contracts held by the Fund at December 31, 2012, are fully benefit responsive. The net asset value of the Fund is determined each business day by the Trustee. Contributions to the Fund may be made daily at the current net asset value and are considered as made immediately after the daily valuation. Withdrawals from the Fund for benefit payments and participant transfers to noncompeting options to be paid to the Plan participants shall be made within 30 days after written notification has been received and are considered as made immediately after the next valuation date subsequent to the Trustee approval. Withdrawals, other than for benefit payments and participant transfers to noncompeting options, require a 12-month advance written notice. Included in this written advance notice requirement are full or partial withdrawals of assets invested in the Fund resulting from plan sponsor-directed actions, such as terminating the fund as an investment option of the Plan. Investments in stable value fund are categorized as Level 2.

Fixed-income separate accounts and securities traded in markets that are not considered active are categorized as Level 2. They are valued using third-party pricing services. These services may use, for example, model-based pricing methods that utilize observable market data as inputs. Broker-dealer bids or quotes of securities with similar characteristics may also be used. The following table provides examples of inputs that are commonly relevant for valuing particular classes of fixed-income securities in which the Plan invests. These classifications are not exclusive, and any of the inputs may be used to value any other class of fixed-income security.

Fixed-Income Class	Examples of Standard Inputs
Corporate obligations	Standard inputs and events affecting market sectors and individual issuer creditworthiness
Government and agencies	Standard inputs and Treasury curves and spreads, trade execution data, live trading levels, cash flows, bids, offers, quotes, spreads, indices, observed market movements, volatility, and specific terms and conditions (collectively, "standard inputs")
Savings and CDs	Priced at par

By level, the fair value hierarchy of the investments held by the Plan as of December 31, 2012 and 2011, is as follows:

As of December 31, 2012	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 13,132,479	$ -	$ -	$ 13,132,479
Common stocks:				
Consumer Discretionary (CD)	186,604			186,604
Consumer Staples (CS)	234,105			234,105
Energy (EG)	754,379			754,379
Financial (FN)	613,983			613,983
Health care (HC)	387,799			387,799
Industrial (IN)	422,519			422,519
Materials (MT)	357,235			357,235
Technology (TY)	1,023,086			1,023,086
Telecommunication (TS)	159,275			159,275
Utilities (UT)	198,050			198,050
Total common stocks	4,337,035	-	-	4,337,035
Mutual funds:				
Equity funds	97,441,228			97,441,228
Bond funds	27,539,442			27,539,442
Total mutual funds	124,980,670	-	-	124,980,670
Morley Stable Value Fund		3,338,451		3,338,451
Corporate obligations		821,888		821,888
U.S. government securities and agencies		115,245		115,245
Savings and CDs		1,280,049		1,280,049
Partnerships	63,514			63,514
Other assets		10,644		10,644
Total	$ 142,513,698	$ 5,566,277	$ -	$ 148,079,975

For the year ended December 31, 2012, there were no transfers in or out of Level 1, 2, or 3.

As of December 31, 2011	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 13,046,610	$ -	$ -	$ 13,046,610
Common stocks:				
Consumer Discretionary (CD)	498,488			498,488
Consumer Staples (CS)	187,041			187,041
Energy (EG)	491,749			491,749
Financial (FN)	389,828			389,828
Healthcare (HC)	160,731			160,731
Industrial (IN)	270,969			270,969
Materials (MT)	241,361			241,361
Technology (TY)	721,349			721,349
Telecommunication (TS)	125,219			125,219
Utilities (UT)	69,088			69,088
Total common stocks	3,155,823	-	-	3,155,823
Mutual funds:				
Equity funds	89,041,249			89,041,249
Bond funds	23,108,245			23,108,245
Total mutual funds	112,149,494	-	-	112,149,494
SEI Stable Value Fund		2,334,657		2,334,657
Corporate obligations		833,603		833,603
U.S. government securities and agencies		118,177		118,177
Savings and CDs		1,189,031		1,189,031
Partnerships	13,908			13,908
Other assets		20,497		20,497
Total	$ 128,365,835	$ 4,495,965	$ -	$ 132,861,800

For the year ended December 31, 2011, there were no significant transfers in or out of Level 1, 2, or 3.

5. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

	2012	2011
Pimco Total Return FD INSTL-35	$ 18,988,956	$ 15,566,160
T. Rowe Price New America Growth Fund	11,254,845	
Vanguard Prime Money Market Fund INSTL 066	11,022,313	
America Europacific Growth-R6	10,643,757	10,012,380
American Growth Fund of America A#05		10,114,839
Vanguard Prime Money Market Fund Instl 066		10,605,118
Fidelity Contrafund #22	9,984,092	9,049,186
Royce Value Fund — Inst		7,604,174
American/Income Fund of America #6		6,941,781

During the year ended December 31, 2012, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year, appreciated (depreciated) in value as follows:

Appreciation (depreciation) in fair value of investments whose fair value was determined by quoted market price:	
Common stocks:	
Consumer Discretionary (CD)	18,030
Consumer Staples (CS)	17,710
Energy (EG)	(30,622)
Financial (FN)	96,074
Healthcare (HC)	57,882
Industrial (IN)	45,355
Materials (MT)	40,339
Technology (TY)	(21,636)
Telecommunication (TS)	(2,471)
Utilities (UT)	1,009
Total common stocks	221,670
Mutual funds:	
Equity funds	(373,776)
Bond funds	12,240,840
Total mutual funds	11,867,064
Corporate obligations	36,570
U.S. government securities and agencies	(1,914)
Savings and CDs	10,601
Partnerships	7,490
Other assets	53
Net appreciation in fair value of investments whose fair value was determined by quoted market price	$ 12,141,534
Net appreciation in fair value of investments whose fair value was estimated	$ 17,652

6. MORLEY STABLE VALUE FUND

The Morley Stable Value Fund is a collective trust fund sponsored by the Union Bond & Trust Company. The Fund was formed to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit-responsive payments. The Fund seeks to achieve this objective by investing primarily in a variety of high-quality stable value investment contracts, as well as cash and cash equivalents. It is intended that the Fund's stable value investment contracts will maintain a minimum weighted-average credit quality rating of A or better. The underlying fixed-income securities must be rated investment grade and meet issuer diversification guidelines. The duration of the Fund will not exceed four years. The Fund is typically appropriate for investors who desire low volatility, stable principal value, and returns commensurate with a capital preservation objective for a component of their retirement savings.

At December 31, 2012, the Plan's interest in the net assets of the Fund was approximately 0.04% of the total Fund value.

Investments held by a collective investment trust are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets of a collective investment trust 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 underlying defined contribution plans.

Investments in contracts are presented in the portfolio of investments at contract value, which represents invested principal plus accrued interest thereon. The contracts are nontransferable but provide for benefit-responsive withdrawals and participant transfers to noncompeting options by Plan participants at contract value. In the event facts and circumstances provide evidence that contract value is impaired, the contracts would be presented at fair value. In determining contract value, the Trustee considers such factors as the benefit responsiveness of the contracts, the ability of the parties to the contracts to perform in accordance with the terms of the contracts, and the likelihood of default by the issuer of an investment security.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

8. FEDERAL INCOME TAX STATUS

The Plan uses a volume submitter Plan document sponsored by Louis Kravitz & Associates, Inc. ("Kravitz"). Kravitz received a determination letter from the Internal Revenue Service dated September 21, 2010, which states that the volume submitter Plan document satisfies the applicable provisions of the Code. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code, and the Plan continues to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments, such as mutual funds, cash equivalents, and CDs, are managed by the Trustee. These investments and investment transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for the investment management services were included as a reduction of the return earned on each mutual fund.

* * * * * *

SUPPLEMENTAL SCHEDULE

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

EIN: 95-1780806

PN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
		CASH EQUIVALENTS:			
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	$ 1,255
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	7,507
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	9,160
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	6,193
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	4,053
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	355,597
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	233,754
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	74,091
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	16,547
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	16,141
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	116,148
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	5,191
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	7,911
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	9,199
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	1,396
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	39,784
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	86,873
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	8
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	1
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	35,384
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	4,168
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	76,417
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	821
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	5,762
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	639
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	318,943
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	16,533
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	238
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	76,899
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	151,930
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	185,988
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	31,135
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	
		VANGUARD PRIME MNY MKT FD	VANGUARD PRIME MNY MKT FD-INSTL 066	^	11,022,313
			TOTAL CASH EQUIVALENTS		12,917,979
		SAVINGS AND CDs:			
		ALLY BK MIDVALE C/D 1.75	ALLY BK MIDVALE C/D 1.750% 10/08/14	^	84,494
		BARCLAYS BNK DE C/D 3.15	BARCLAYS BNK DE C/D 3.150% 8/05/14	^	37,310
		CENTENNIAL BANK 2.70	CENTENNIAL BANK 2.700% 5/12/13	^	79,371
		CENTENNIAL BANK CD 3.10	CENTENNIAL BANK CD 3.100% 2/05/13	^	65,000
		DISCOVER BK CD 5.00	DISCOVER BK CD 5.000% 7/23/13	^	92,260
		FIRST BANK OF PUERTO 3.25	FIRST BANK OF PUERTO 3.250% 5/20/14	^	100,941
		FSGBANK N A C/D 3.21	FSGBANK N A C/D 3.210% 7/29/15	^	63,014
		GE MONEY BK C/D 2.40	GE MONEY BK C/D 2.400% 8/06/15	^	82,817
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/08/22	^	77,136
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/22/22	^	61,225
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/28/22	^	52,913

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

EIN: 95-1780806

PN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	ISRAEL DISC BK C/D 2.30	ISRAEL DISC BK C/D 2.300% 2/16/16	^	$ 235,118
	KEY BK CD 4.17	KEY BK CD 4.172% 2/15/13	^	105,000
	PARKWAY B&T C/D 2.75	PARKWAY B&T C/D 2.750% 5/19/15	^	29,135
	STATE BK INDIA C/D 2.40	STATE BK INDIA C/D 2.400% 3/24/16	^	46,474
	WACHOVIA BK C/D 4.55	WACHOVIA BK C/D 4.550% 5/14/13	^	67,841
		TOTAL SAVINGS AND CDs		1,280,049
	GOVERNMENT AND AGENCIES:			
	FHLMC 2.50	FHLMC 2.500% 1/07/14	^	25,597
	FHLMC POOL #G12484 4.50	FHLMC POOL #G12484 4.500% 6/01/21	^	1,991
	FNMA 1.25	FNMA 1.250% 8/20/13	^	25,164
	US TREASURY NOTES 4.00	US TREASURY NOTES 4.000% 2/15/15	^	32,353
	US TREASURY NTS 1.37	US TREASURY NTS 1.375% 5/15/13	^	30,140
		TOTAL GOVERNMENT AND AGENCIES		115,245
	CORPORATE OBLIGATIONS:			
	AT&T INC 2.50	AT&T INC 2.500% 8/15/15	^	10,426
	AUTOZONE INC 6.95	AUTOZONE INC 6.950% 6/15/16	^	29,414
	BANK AMER CORP 5.35	BANK AMER CORP 5.350% 3/15/18	^	26,963
	BLACKROCK INC 3.50	BLACKROCK INC 3.500% 12/10/14	^	10,561
	CATERPILLAR FINL SVC 4.75	CATERPILLAR FINL SVC 4.750% 2/17/15	^	10,818
	COLGATE PALMOLIVE MT 5.20	COLGATE PALMOLIVE MT 5.200% 11/07/16	^	5,818
	DOW CHEM COMPANY 5.90	DOW CHEM COMPANY 5.900% 2/15/15	^	49,645
	FIRSTENERGY SOLUTION 4.80	FIRSTENERGY SOLUTION 4.800% 2/15/15	^	32,217
	GE CAPITAL CORP 4.50	GE CAPITAL CORP 4.500% 11/15/17	^	27,282
	GEN ELEC CAP CORP 5.10	GEN ELEC CAP CORP 5.100% 11/15/20	^	27,730
	GENWORTH FINL INC 4.95	GENWORTH FINL INC 4.950% 10/01/15	^	26,443
	GOLDMAN SACHS GRP 4.00	GOLDMAN SACHS GRP 4.000% 11/15/15	^	26,369
	GOLDMAN SACHS GRP 4.80	GOLDMAN SACHS GRP 4.800% 11/15/19	^	26,301
	GTE CORP DEB 6.84	GTE CORP DEB 6.840% 4/15/18	^	31,299
	HSBC FIN CORP 4.00	HSBC FIN CORP 4.000% 10/15/14	^	35,910
	INTL PAPER COMPANY 7.50	INTL PAPER COMPANY 7.500% 8/15/21	^	65,434
	JEFFERIES GRP CONV 3.87	JEFFERIES GRP CONV 3.875% 11/01/29	^	49,532
	LILLY ELI & CO 4.20	LILLY ELI & CO 4.200% 3/06/14	^	10,433
	MAGELLAN MIDSTREAM 5.65	MAGELLAN MIDSTREAM 5.650% 10/15/16	^	56,879
	MEDTRONIC INC 3.00	MEDTRONIC INC 3.000% 3/15/15	^	5,254
	MERCK & CO INC 4.00	MERCK & CO INC 4.000% 6/30/15	^	10,853
	OCCIDENTAL PETE CORP 2.50	OCCIDENTAL PETE CORP 2.500% 2/01/16	^	5,252
	OHIO EDISON CO 6.40	OHIO EDISON CO 6.400% 7/15/16	^	70,383
	PITNEY BOWES INC 4.75	PITNEY BOWES INC 4.750% 5/15/18	^	25,938
	RPM INTL INC 6.50	RPM INTL INC 6.500% 2/15/18	^	46,829
	SHELL INTL FIN 3.25	SHELL INTL FIN 3.250% 9/22/15	^	10,681
	VALERO ENERGY CORP 6.12	VALERO ENERGY CORP 6.125% 2/01/20	^	60,799
	VORNADO RLTY L P 4.25	VORNADO RLTY L P 4.250% 4/01/15	^	26,425
		TOTAL CORPORATE OBLIGATIONS		821,888
	COMMON STOCKS:			
	3M COMPANY COM	3M COMPANY COM	^	27,855
	3POWER ENERGY GROUP INC C	3POWER ENERGY GROUP INC COM	^	1,347

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

EIN: 95-1780806

PN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	A123 SYSTEMS INC COM	A123 SYSTEMS INC COM	^	$ 69
	ACADIA REALTY TRUST REIT	ACADIA REALTY TRUST REIT	^	26,158
	AEROVIRONMENT INC COM	AEROVIRONMENT INC COM	^	7,500
	AGRIUM INC COM	AGRIUM INC COM	^	9,987
	ALCATEL-LUCENT SP ADR	ALCATEL-LUCENT SP ADR	^	47
	ALTRIA GROUP INC COM	ALTRIA GROUP INC COM	^	6,288
	ALTRIA GROUP INC COM	ALTRIA GROUP INC COM	^	9,432
	ALVARION LTD COM	ALVARION LTD COM	^	1,116
	AMAZON.COM INC COM	AMAZON.COM INC COM	^	50,174
	AMEREN CORP COM	AMEREN CORP COM	^	33,485
	AMERICA MOVIL S A DE C V	AMERICA MOVIL S A DE C V SER L ADR	^	926
	AMERICAN BUSINESS BK COM	AMERICAN BUSINESS BK COM	^	79,650
	AMERICAN GREEN GROUP INC	AMERICAN GREEN GROUP INC COM	^	209
	AMERICAN WTR WKS CO INC N	AMERICAN WTR WKS CO INC NEW COM	^	51,982
	AMERICAN WTR WKS CO INC N	AMERICAN WTR WKS CO INC NEW COM	^	14,852
	ANADARKO PETROLEUM CORP C	ANADARKO PETROLEUM CORP COM	^	29,724
	APPLE INC COM	APPLE INC COM	^	71,843
	APPLE INC COM	APPLE INC COM	^	53,217
	APPLE INC COM	APPLE INC COM	^	10,643
	APPLE INC COM	APPLE INC COM	^	186,261
	APPLE INC COM	APPLE INC COM	^	37,252
	APPLE INC COM	APPLE INC COM	^	21,287
	APPLE INC COM	APPLE INC COM	^	2,661
	APPLE INC COM	APPLE INC COM	^	22,883
	APPLE INC COM	APPLE INC COM	^	42,042
	APPLE INC COM	APPLE INC COM	^	10,643
	APPLE INC COM	APPLE INC COM	^	26,609
	ARCELORMITTAL-NY REGISTER	ARCELORMITTAL-NY REGISTERED COM	^	6,988
	ARCH COAL INC COM	ARCH COAL INC COM	^	36,600
	AVALONBAY COMMUNITIES INC	AVALONBAY COMMUNITIES INC COM	^	13,966
	AVNET INC COM	AVNET INC COM	^	15,305
	BANK NEW YORK MELLON CORP	BANK NEW YORK MELLON CORP COM	^	38,550
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	20,782
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	11,610
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	17,415
	BARRICK GOLD CORP COM	BARRICK GOLD CORP COM	^	3,501
	BB & T CORP COM	BB & T CORP COM	^	29,110
	BERKSHIRE HATHAWAY INC CL	BERKSHIRE HATHAWAY INC CL B	^	19,734
	BLACKROCK KELSO CAPITAL C	BLACKROCK KELSO CAPITAL CORP COM	^	40,240
	BP PLC SPONS ADR	BP PLC SPONS ADR	^	50,926
	BP PLC SPONS ADR	BP PLC SPONS ADR	^	16,656
	BRISTOL MYERS SQUIBB CO C	BRISTOL MYERS SQUIBB CO COM	^	23,791
	BROADCOM CORP CL A	BROADCOM CORP CL A	^	33,210
	BT GROUP PLC ADR	BT GROUP PLC ADR	^	38,030
	BUNGE LIMITED COM	BUNGE LIMITED COM	^	2,908
	CAI INTERNATIONAL INC COM	CAI INTERNATIONAL INC COM	^	144,870
	CANADIAN NATURAL RESOURCE	CANADIAN NATURAL RESOURCES LTD COM	^	86,610
	CAPSTONE TURBINE CORP COM	CAPSTONE TURBINE CORP COM	^	8,900
	CARBO CERAMICS INC COM	CARBO CERAMICS INC COM	^	8,617
	CATERPILLAR INC COM	CATERPILLAR INC COM	^	35,843
	CBS CORP CL B	CBS CORP CL B	^	3,805

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	CELLCOM ISRAEL LTD COM	CELLCOM ISRAEL LTD COM	^	$ 9,936
	CENTERPOINT ENERGY INC CO	CENTERPOINT ENERGY INC COM	^	46,585
	CERNER CORP COM	CERNER CORP COM	^	31,004
	CHESAPEAKE ENERGY CORP CO	CHESAPEAKE ENERGY CORP COM	^	33,240
	CHEVRON CORP COM	CHEVRON CORP COM	^	21,628
	CHEVRON CORP COM	CHEVRON CORP COM	^	52,448
	CHEVRON CORP COM	CHEVRON CORP COM	^	21,628
	CHINA 3C GROUP COM	CHINA 3C GROUP COM	^	60
	CISCO SYSTEMS INC COM	CISCO SYSTEMS INC COM	^	29,474
	CITIGROUP INC COM	CITIGROUP INC COM	^	13,846
	CLEANTECH SOLUTIONS INTL	CLEANTECH SOLUTIONS INTL INC COM	^	1,846
	COCA-COLA CO COM	COCA-COLA CO COM	^	8,700
	COMMAND SEC CORP COM	COMMAND SEC CORP COM	^	6,200
	CONOCOPHILLIPS COM	CONOCOPHILLIPS COM	^	4,639
	CORONADO BIOSCIENCES INC	CORONADO BIOSCIENCES INC COM	^	22,550
	COSTCO WHOLESALE CORP NEW	COSTCO WHOLESALE CORP NEW COM	^	5,924
	COVIDIEN PLC COM	COVIDIEN PLC COM	^	14,435
	CSX CORP COM	CSX CORP COM	^	2,368
	DIGITAL GENERATION INC CO	DIGITAL GENERATION INC COM	^	2,182
	EMC CORP MASS COM	EMC CORP MASS COM	^	5,566
	ENDO HEALTH SOLUTIONS INC	ENDO HEALTH SOLUTIONS INC	^	7,082
	EXPO HOLDING INC COM	EXPO HOLDING INC COM	^	75
	EXPRESS SCRIPTS HLDG COM	EXPRESS SCRIPTS HLDG COM	^	19,548
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	65,778
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	52,796
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	25,965
	FEDEX CORP COM	FEDEX CORP COM	^	3,669
	FIDELITY NATIONAL FINANCI	FIDELITY NATIONAL FINANCIAL INC COM	^	23,550
	FREEPORT MCMORAN COPPER &	FREEPORT MCMORAN COPPER & GLD INC	^	3,420
	FRONTIER COMMUNICATIONS C	FRONTIER COMMUNICATIONS CORP COM	^	34,989
	GDT TEK INC COM	GDT TEK INC COM	^	15
	GENERAL DYNAMICS CORP COM	GENERAL DYNAMICS CORP COM	^	27,708
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	31,485
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	16,792
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	31,485
	GENERAL MILLS INC COM	GENERAL MILLS INC COM	^	4,850
	GOLDMAN SACHS GROUP INC C	GOLDMAN SACHS GROUP INC COM	^	31,890
	GOOGLE INC CL A	GOOGLE INC CL A	^	3,537
	GOOGLE INC CL A	GOOGLE INC CL A	^	84,886
	GRAINGER W W INC COM	GRAINGER W W INC COM	^	24,284
	HALLIBURTON COMPANY COM	HALLIBURTON COMPANY COM	^	27,752
	HALLIBURTON COMPANY COM	HALLIBURTON COMPANY COM	^	21,855
	HARTFORD FINANCIAL SERVIC	HARTFORD FINANCIAL SERVICES GRP COM	^	16,830
	HEALTH CARE REIT INC REIT	HEALTH CARE REIT INC REIT	^	24,516
	HECLA MNG CO COM	HECLA MNG CO COM	^	2,915
	HONDA MOTOR LTD SPONS ADR	HONDA MOTOR LTD SPONS ADR	^	18,470
	HSBC HLDGS PLC SPONS ADR	HSBC HLDGS PLC SPONS ADR	^	5,307
	INTEL CORP COM	INTEL CORP COM	^	20,105
	INTEL CORP COM	INTEL CORP COM	^	45,364
	INTEL CORP COM	INTEL CORP COM	^	10,310
	INTL BUSINESS MACHINES CO	INTL BUSINESS MACHINES CORP COM	^	114,930

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	INTL BUSINESS MACHINES CO	INTL BUSINESS MACHINES CORP COM	^	$ 7,662
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	7,010
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	27,690
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	43,462
	JPMORGAN CHASE & CO COM N	JPMORGAN CHASE & CO COM NEW	^	21,985
	JPMORGAN CHASE & CO COM N	JPMORGAN CHASE & CO COM NEW	^	27,261
	KENNEDY-WILSON HLDGS INC	KENNEDY-WILSON HLDGS INC COM	^	41,940
	KONGZHONG CORP SPON ADR	KONGZHONG CORP SPON ADR	^	5,482
	KRAFT FOODS GROUP INC COM	KRAFT FOODS GROUP INC COM	^	2,092
	L-3 COMMUNICATIONS HLDGS	L-3 COMMUNICATIONS HLDGS INC COM	^	7,662
	LABORATORY CORP AMER HLDG	LABORATORY CORP AMER HLDGS COM NEW	^	3,465
	LIBERTY STAR URANIUM & ME	LIBERTY STAR URANIUM & METAL COM	^	159
	LINKWELL CORP COM	LINKWELL CORP COM	^	51
	MAGELLAN ENERGY LTD COM	MAGELLAN ENERGY LTD COM	^	1,500
	MCDONALDS CORP COM	MCDONALDS CORP COM	^	17,642
	MERCK & CO INC NEW COM	MERCK & CO INC NEW COM	^	12,282
	MICROCHIP TECHNOLOGY INC	MICROCHIP TECHNOLOGY INC COM	^	32,590
	MICROSOFT CORP COM	MICROSOFT CORP COM	^	13,355
	MICROSOFT CORP COM	MICROSOFT CORP COM	^	4,273
	MODUSLINK GLOBAL SOLUTION	MODUSLINK GLOBAL SOLUTIONS I COM	^	15
	MONDELEZ INTERNATIONAL IN	MONDELEZ INTERNATIONAL INC-A COM	^	10,181
	MONSANTO CO NEW COM	MONSANTO CO NEW COM	^	141,975
	NESTLE S A SPONS ADR	NESTLE S A SPONS ADR	^	19,551
	NEWMONT MINING CORP COM	NEWMONT MINING CORP COM	^	45,047
	NIKE INC CL B	NIKE INC CL B	^	6,192
	NISOURCE INC COM	NISOURCE INC COM	^	24,641
	NOBLE CORP COM	NOBLE CORP COM	^	17,410
	NORTECH SYS INC COM	NORTECH SYS INC COM	^	84,000
	OCCIDENTAL PETROLEUM CORP	OCCIDENTAL PETROLEUM CORP COM	^	22,983
	ONEOK INC NEW COM	ONEOK INC NEW COM	^	26,505
	PEPSICO INC COM	PEPSICO INC COM	^	24,635
	PEPSICO INC COM	PEPSICO INC COM	^	6,843
	PHILIP MORRIS INTL INC CO	PHILIP MORRIS INTL INC COM	^	16,728
	PHILIP MORRIS INTL INC CO	PHILIP MORRIS INTL INC COM	^	16,728
	PHILLIPS 66 COM	PHILLIPS 66 COM	^	2,124
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	6,103
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	3,052
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	61,035
	PRICE T ROWE GROUP INC CO	PRICE T ROWE GROUP INC COM	^	30,605
	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO COM	^	27,156
	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO COM	^	20,367
	QIHOO 360 TECHNOLOGY CO L	QIHOO 360 TECHNOLOGY CO LTD ADR	^	5,938
	QUASAR AEROSPACE INDUSTRI	QUASAR AEROSPACE INDUSTRIES COM	^	24
	QUICKSILVER RESOURCES INC	QUICKSILVER RESOURCES INC COM	^	2,860
	RADIOSHACK CORP COM	RADIOSHACK CORP COM	^	2,120
	RAYTHEON CO COM NEW	RAYTHEON CO COM NEW	^	5,756
	RAYTHEON CO COM NEW	RAYTHEON CO COM NEW	^	2,302
	REGENERON PHARMACEUTICALS	REGENERON PHARMACEUTICALS INC COM	^	102,642
	ROCHE HOLDINGS LTD SPONS	ROCHE HOLDINGS LTD SPONS ADR	^	31,815
	ROSS STORES INC COM	ROSS STORES INC COM	^	10,818
	ROYAL DUTCH SHELL PLC ADR	ROYAL DUTCH SHELL PLC ADR CL A	^	13,790

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	SALAMON GROUP INC COM	SALAMON GROUP INC COM	^	$ 1,384
	SASOL LTD SPONS ADR	SASOL LTD SPONS ADR	^	9,091
	SCHWAB CHARLES CORP COM	SCHWAB CHARLES CORP COM	^	38,427
	SEADRILL LTD COM	SEADRILL LTD COM	^	47,840
	SEAGATE TECHNOLOGY COM	SEAGATE TECHNOLOGY COM	^	3,042
	STARBUCKS CORP COM	STARBUCKS CORP COM	^	5,363
	STARBUCKS CORP COM	STARBUCKS CORP COM	^	4,290
	SUNCOR ENERGY INC COM	SUNCOR ENERGY INC COM	^	9,894
	SYSCO CORP COM	SYSCO CORP COM	^	25,328
	TAPISTRON INTL INC COM *D	TAPISTRON INTL INC COM *DLSTD*	^	
	TELEF BRASIL - SPON ADR	TELEF BRASIL - SPON ADR	^	8,421
	TEVA PHARMACEUTICAL IND L	TEVA PHARMACEUTICAL IND LTD SPON ADR	^	16,803
	TEVA PHARMACEUTICAL IND L	TEVA PHARMACEUTICAL IND LTD SPON ADR	^	18,670
	THE MOSAIC CO COM	THE MOSAIC CO COM	^	56,630
	THE MOSAIC CO COM	THE MOSAIC CO COM	^	16,423
	TITAN PHARMACEUTICALS INC	TITAN PHARMACEUTICALS INC COM	^	5,500
	TOYOTA MOTOR CORP SPONS A	TOYOTA MOTOR CORP SPONS ADR	^	58,747
	TRANSGLOBAL ASSETS INC CO	TRANSGLOBAL ASSETS INC COM	^	32
	TRUDY CORP COM	TRUDY CORP COM	^	10
	UNITED PARCEL SERVICE CL	UNITED PARCEL SERVICE CL B	^	14,746
	UNITED TECHNOLOGIES CORP	UNITED TECHNOLOGIES CORP COM	^	24,603
	UNIVERSAL TRAVEL GROUP CO	UNIVERSAL TRAVEL GROUP COM	^	280
	VERIZON COMMUNICATIONS CO	VERIZON COMMUNICATIONS COM	^	30,289
	VODAFONE GROUP PLC SPONS	VODAFONE GROUP PLC SPONS ADR	^	22,923
	VORNADO RLTY TR COM	VORNADO RLTY TR COM	^	16,576
	VRINGO INC COM	VRINGO INC COM	^	22,960
	WAL-MART STORES INC COM	WAL-MART STORES INC COM	^	20,469
	WEYERHAEUSER CO COM	WEYERHAEUSER CO COM	^	22,534
	WHITING PETROLEUM CORP CO	WHITING PETROLEUM CORP COM	^	43,370
	WHOLE FOODS MARKET INC CO	WHOLE FOODS MARKET INC COM	^	5,925
	WILLIAMS COMPANIES INC CO	WILLIAMS COMPANIES INC COM	^	28,156
	WINDSTREAM CORP COM	WINDSTREAM CORP COM	^	8,279
		TOTAL COMMON STOCKS		4,337,035
	COMMON/COLLECTIVE FUNDS —			
	MORLEY STABLE VALUE FUND	MORLEY STABLE VALUE FUND	^	3,338,451
	MUTUAL FUNDS:			
	AGIC CONVERTIBLE & INCOME	AGIC CONVERTIBLE & INCOME FUND	^	13,296
	ALERIAN MLP ETF	ALERIAN MLP ETF	^	121,778
	ALLIANZ NFJ DIVIDEND VALU	ALLIANZ NFJ DIVIDEND VALUE FD CL D	^	57,589
	ALLIANZ NFJ INTERNAT VALU	ALLIANZ NFJ INTERNAT VALUE FD A	^	114,617
	ALPINE TOTAL DYNAMIC DIVI	ALPINE TOTAL DYNAMIC DIVIDEN SBI	^	16,120
	AMERICA EUROPACIFIC GROWT	AMERICA EUROPACIFIC GROWTH-R6	^	10,643,757
	AMERICAN EUROPACIFIC GROW	AMERICAN EUROPACIFIC GROWTH #016	^	69,866
	AMERICAN EUROPACIFIC GROW	AMERICAN EUROPACIFIC GROWTH #016	^	103,672
	AMERICAN FDS-NEW WORLD FD	AMERICAN FDS-NEW WORLD FD-R6	^	162,934
	AMERICAN/INVESTMENT CO OF	AMERICAN/INVESTMENT CO OF AMER -A#4	^	27,880
	AMERICAN/INVESTMENT CO OF	AMERICAN/INVESTMENT CO OF AMER -A#4	^	288,416
	BLACKROCK EQUITY DIVIDEND	BLACKROCK EQUITY DIVIDEND FD-A	^	184,726

(Continued)

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	BLACKROCK GLOBAL ALLOC FD	BLACKROCK GLOBAL ALLOC FD CL A 213	^	$ 196,687
	BRANDYWINE ADVISORS MIDCA	BRANDYWINE ADVISORS MIDCAP GROWT FD	^	12,982
	BRANDYWINE BLUE FUND	BRANDYWINE BLUE FUND	^	12,342
	CAPITAL WRLD GRTH & INCOM	CAPITAL WRLD GRTH & INCOME FD CL R5	^	18,502
	CLEARBRIDGE AGGRESSIVE GR	CLEARBRIDGE AGGRESSIVE GROWTH FD	^	58,431
*	CNI CHARTER CORP BOND SER	CNI CHARTER CORP BOND SERV CL #255	^	48,711
*	CNI CHARTER GOVT BD FD SE	CNI CHARTER GOVT BD FD SERV CL #256	^	35,305
*	CNI CHARTER HIGH YLD BD F	CNI CHARTER HIGH YLD BD FD SERV #251	^	19,945
*	CNI CHARTER LIMITED MAT-I	CNI CHARTER LIMITED MAT-I FD#111	^	36,916
	DELAWARE EMERGING MARKETS	DELAWARE EMERGING MARKETS FD CL C	^	37,534
	DFA INTL SMALL CAP VALUE	DFA INTL SMALL CAP VALUE PORT# 66	^	37,381
	DFA INTL SMALL CAP VALUE	DFA INTL SMALL CAP VALUE PORT# 66	^	60,358
	DFA ONE YEAR FIXED INCOME	DFA ONE YEAR FIXED INCOME PORTF# 3	^	101,930
	DNP SELECT INCOME FD SBI	DNP SELECT INCOME FD SBI	^	21,052
	DODGE & COX INTL STOCK FD	DODGE & COX INTL STOCK FD 1048	^	22,964
	DOUBLELINE TOTAL RETURN B	DOUBLELINE TOTAL RETURN BOND FD-I	^	41,751
	DREYFUS CORE EQUITY FUND-	DREYFUS CORE EQUITY FUND-A	^	183,723
	DREYFUS INTL STOCK INDEX	DREYFUS INTL STOCK INDEX FD 79	^	17,043
	EATON VANCE FLOATING RATE	EATON VANCE FLOATING RATE CL I 924	^	30,429
	EIC VALUE FUND-A	EIC VALUE FUND-A	^	113,836
	FIDELITY ADV LEVERAGED CO	FIDELITY ADV LEVERAGED CO STK A #102	^	125,799
	FIDELITY BLUE CHIP GROWTH	FIDELITY BLUE CHIP GROWTH FUND312	^	21,664
	FIDELITY BLUE CHIP VALUE	FIDELITY BLUE CHIP VALUE FUND	^	22,445
	FIDELITY CANADA FUND	FIDELITY CANADA FUND	^	23,519
	FIDELITY CANADA FUND	FIDELITY CANADA FUND	^	32,231
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	122,357
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	75,228
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	9,786,507
	FIDELITY FLTG RATE HIGH I	FIDELITY FLTG RATE HIGH INC 814	^	224,542
	FIDELITY INTL REAL ESTATE	FIDELITY INTL REAL ESTATE FD	^	87,248
	FIDELITY INTL REAL ESTATE	FIDELITY INTL REAL ESTATE FD	^	62,969
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	135,492
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	6,211
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	3,701,081
	FIDELITY SELECT GOLD PORT	FIDELITY SELECT GOLD PORTF 41	^	46,583
	FIDELITY SMALL CAP DISCOV	FIDELITY SMALL CAP DISCOVERY FUND	^	7,670,714
	FIDELITY SOUTHEAST ASIA #	FIDELITY SOUTHEAST ASIA #351	^	34,655
	FIDELITY STRUCTUR LARGE C	FIDELITY STRUCTUR LARGE CAP VAL 708	^	28,896
	FORWARD INTL SMALL COS FD	FORWARD INTL SMALL COS FD- INSTL	^	122,053
	FORWARD INTL SMALL COS FD	FORWARD INTL SMALL COS FD- INSTL	^	59,081
	FRANKLIN TEMPLETON GLOBAL	FRANKLIN TEMPLETON GLOBAL BD C 506	^	43,558
	FRANKLIN TEMPLETON GLOBAL	FRANKLIN TEMPLETON GLOBAL BOND FD-AD	^	257,707
	GATEWAY FUND# 1984	GATEWAY FUND# 1984	^	27,543
	HARBOR INTERNATIONAL FD#	HARBOR INTERNATIONAL FD# 11	^	3,879,283
	INCOME FUND OF AMERICA R-	INCOME FUND OF AMERICA R-6	^	7,613,524
	ING GLOBAL REAL ESTATE FU	ING GLOBAL REAL ESTATE FUND-I	^	24,866
	ING VALUE CHOICE FD CL C	ING VALUE CHOICE FD CL C	^	82,890
	ISHARES CORE S & P SMALL-	ISHARES CORE S & P SMALL-CAP ETF	^	16,401
	ISHARES CORE S & P SMALL-	ISHARES CORE S & P SMALL-CAP ETF	^	25,844
	ISHARES DJ SELECT DIVID I	ISHARES DJ SELECT DIVID INDEX FD SBI	^	28,620
	ISHARES GOLD TRUST	ISHARES GOLD TRUST	^	34,837

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	ISHARES IBOXX $ INV GRADE	ISHARES IBOXX $ INV GRADE CORP BD FD	^	$ 60,495
	ISHARES INC MSCI AUSTRALI	ISHARES INC MSCI AUSTRALIA INDEX	^	23,154
	ISHARES INC MSCI AUSTRALI	ISHARES INC MSCI AUSTRALIA INDEX	^	6,184
	ISHARES INC MSCI JAPAN IN	ISHARES INC MSCI JAPAN INDEX SBI	^	19,793
	ISHARES MSCI ACWI INDEX F	ISHARES MSCI ACWI INDEX FUND ETF	^	96,160
	ISHARES MSCI EAFE INDEX F	ISHARES MSCI EAFE INDEX FD SBI	^	106,613
	ISHARES NSCI ISRAEL INDEX	ISHARES NSCI ISRAEL INDEX FD ETF	^	8,380
	ISHARES RUSSELL 2000 INDE	ISHARES RUSSELL 2000 INDEX	^	4,216
	ISHARES S&P SMLCAP 600 VA	ISHARES S&P SMLCAP 600 VALUE IDX SBI	^	98,710
	ISHARES S&P SMLCAP 600 VA	ISHARES S&P SMLCAP 600 VALUE IDX SBI	^	33,530
	IVY ASSET STRATEGY A # 60	IVY ASSET STRATEGY A # 606	^	58,380
	IVY GLOBAL NAT RESOURCES-	IVY GLOBAL NAT RESOURCES-Y # 722	^	43,368
	IVY GLOBAL NAT RESOURCES-	IVY GLOBAL NAT RESOURCES-Y # 722	^	57,159
	IVY HIGH INCOME FUND CLAS	IVY HIGH INCOME FUND CLASS-I	^	237,485
	IVY HIGH INCOME FUND CLAS	IVY HIGH INCOME FUND CLASS-I	^	11,959
	IVY MID CAP GROWTH FUND C	IVY MID CAP GROWTH FUND CL-I	^	807,658
	JANUS FORTY FUND CLASS C	JANUS FORTY FUND CLASS C	^	60,574
	JANUS OVERSEAS FUND T SHA	JANUS OVERSEAS FUND T SHARES 1054	^	11,236
	JOHN HANCOCK SMALL COMPAN	JOHN HANCOCK SMALL COMPANY FD CL A	^	17,506
	JPMORGAN SMALL CAP VALUE	JPMORGAN SMALL CAP VALUE FUND-SEL	^	27,524
	JPMORGAN US REAL EST FD S	JPMORGAN US REAL EST FD SEL-3037	^	9,884
	JPMORGAN US REAL EST FD S	JPMORGAN US REAL EST FD SEL-3037	^	53,442
	KEELEY SMALL CAP VALUE FD	KEELEY SMALL CAP VALUE FD-A	^	79,759
	KEELEY SMALL CAP VALUE FD	KEELEY SMALL CAP VALUE FD-A	^	8,503
	LORD ABBET INV TR SH DUR	LORD ABBET INV TR SH DUR INC A 249	^	80,337
	MANAGERS SMALL CAP FD	MANAGERS SMALL CAP FD	^	20,290
	MATTHEWS ASIA SMALL COMP	MATTHEWS ASIA SMALL COMP	^	51,388
	MATTHEWS PACIFIC TIGER FD	MATTHEWS PACIFIC TIGER FD # 802	^	160,841
	MATTHEWS PACIFIC TIGER FD	MATTHEWS PACIFIC TIGER FD # 802	^	106,498
	MERGER FD-# 260	MERGER FD-# 260	^	108,511
	MIDCAP SPDR TRUST SERIES	MIDCAP SPDR TRUST SERIES 1 ETF	^	46,799
	MIDCAP SPDR TRUST SERIES	MIDCAP SPDR TRUST SERIES 1 ETF	^	9,286
	OAKMARK EQUITY & INCOME F	OAKMARK EQUITY & INCOME FD #810	^	2,534,805
	OAKMARK INTL SMALL CAP 8	OAKMARK INTL SMALL CAP 811	^	115,248
	OAKMARK INTL SMALL CAP 8	OAKMARK INTL SMALL CAP 811	^	74,725
	PERKINS MID CAP VALUE FUN	PERKINS MID CAP VALUE FUND-I	^	1,066,473
	PIMCO ALL ASSETS ALL AUTH	PIMCO ALL ASSETS ALL AUTH P 1932	^	9,450
	PIMCO EMERGING MKTS BD IN	PIMCO EMERGING MKTS BD INSTL-137	^	21,859
	PIMCO TOTAL RETURN CL A #	PIMCO TOTAL RETURN CL A #4005	^	142,752
	PIMCO TOTAL RETURN FD INS	PIMCO TOTAL RETURN FD INSTL-35	^	18,988,956
	PIMCO TOTAL RETURN FUND-C	PIMCO TOTAL RETURN FUND-C #4205	^	63,753
	PIONEER STRATEGIC INCOME-	PIONEER STRATEGIC INCOME-A #22	^	125,363
	POLEN GROWTH FUND-RET	POLEN GROWTH FUND-RET	^	120,531
	POWERSHARES QQQ TR 1	POWERSHARES QQQ TR 1	^	19,539
	PRINCIPAL EQTY INC FD -IN	PRINCIPAL EQTY INC FD -INSTL	^	6,186,940
	PRINCIPAL GLBL DIVERS INC	PRINCIPAL GLBL DIVERS INC FD -A	^	120,846
	PRINCIPAL PREFERRED SECUR	PRINCIPAL PREFERRED SECURITIES INSTL	^	47,731
	PROSHARES ULTRASHORT 20+Y	PROSHARES ULTRASHORT 20+Y TR ETF	^	25,380
	PRUDENTIAL JENNISON NAT R	PRUDENTIAL JENNISON NAT RES FD-Z	^	37,655
	ROYCE PREMIER FUND INVT C	ROYCE PREMIER FUND INVT CL #265	^	83,751
	ROYCE TOTAL RETURN FUND #	ROYCE TOTAL RETURN FUND #267	^	38,549

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

EIN: 95-1780806

PN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	SPDR GOLD TRUST ETF	SPDR GOLD TRUST ETF	^	$ 46,176
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	419,391
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	123,897
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	69,496
	SPDR S&P DIVIDEND ETF	SPDR S&P DIVIDEND ETF	^	116,320
	SPDR S&P DIVIDEND ETF	SPDR S&P DIVIDEND ETF	^	32,570
	SPDR S&P RETAIL ETF	SPDR S&P RETAIL ETF	^	12,475
	STRATTON SMALL CAP VALUE	STRATTON SMALL CAP VALUE FUND	^	73,388
	T ROWE PRICE EMRG EURO &	T ROWE PRICE EMRG EURO & MED #131	^	114,188
	T ROWE PRICE EMRG EURO &	T ROWE PRICE EMRG EURO & MED #131	^	4,630
	T ROWE PRICE HIGH YIELD B	T ROWE PRICE HIGH YIELD BOND FD #57	^	74,096
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	18,483
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	8,306
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	40,070
	T ROWE PRICE M/C GRW #64	T ROWE PRICE M/C GRW #64	^	125,937
	T ROWE PRICE M/C GRW #64	T ROWE PRICE M/C GRW #64	^	3,893,786
	T ROWE PRICE MID-CAP VAL	T ROWE PRICE MID-CAP VAL FD #115	^	98,431
	T ROWE PRICE MID-CAP VAL	T ROWE PRICE MID-CAP VAL FD #115	^	3,400,762
	T ROWE PRICE NEW AMERICA	T ROWE PRICE NEW AMERICA GROWTH FUND	^	11,254,845
	T ROWE PRICE NEW ASIA FUN	T ROWE PRICE NEW ASIA FUND #39	^	165,568
	T ROWE PRICE NEW ASIA FUN	T ROWE PRICE NEW ASIA FUND #39	^	104,916
	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND #41	^	45,318
	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND #41	^	57,581
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	60,116
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	53,720
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	174,288
	TEMPLETON GLOBAL BOND-A 4	TEMPLETON GLOBAL BOND-A 406	^	72,750
	THIRD AVENUE INTL VALUE F	THIRD AVENUE INTL VALUE FUND # 448	^	20,637
	THORNBURG INTL VALUE FD-C	THORNBURG INTL VALUE FD-C# 639	^	66,709
	VANGUARD 500 INDEX ADMIRA	VANGUARD 500 INDEX ADMIRAL FD 540	^	173,579
	VANGUARD 500 INDEX FD-SIG	VANGUARD 500 INDEX FD-SIGN	^	5,489,948
	VANGUARD BOND INDEX INTER	VANGUARD BOND INDEX INTER-TERM #314	^	61,167
	VANGUARD CAPITAL OPPTY AD	VANGUARD CAPITAL OPPTY ADMIRAL SHS	^	1,316,675
	VANGUARD ENERGY FUND	VANGUARD ENERGY FUND	^	83,701
	VANGUARD EUROPEAN STK IND	VANGUARD EUROPEAN STK IND-SG #1352	^	192,335
	VANGUARD FTSE EMERGING MA	VANGUARD FTSE EMERGING MARKETS ETF	^	19,905
	VANGUARD FTSE EMERGING MA	VANGUARD FTSE EMERGING MARKETS ETF	^	14,695
	VANGUARD FXD INC GNMA FD-	VANGUARD FXD INC GNMA FD-ADM 536	^	6,623,069
	VANGUARD GLOBAL EX-US REA	VANGUARD GLOBAL EX-US REAL EST-ETF	^	11,006
	VANGUARD GROWTH ETF	VANGUARD GROWTH ETF	^	88,121
	VANGUARD HEALTH CARE FD #	VANGUARD HEALTH CARE FD #52	^	115,773
	VANGUARD INDEX 500 TRUST	VANGUARD INDEX 500 TRUST FD #040	^	37,664
	VANGUARD INFLAT-PROTECTED	VANGUARD INFLAT-PROTECTED SEC-IV#119	^	35,321
	VANGUARD MID CAP INDEX FD	VANGUARD MID CAP INDEX FD #859	^	66,111
	VANGUARD MSCI EAFE ETF	VANGUARD MSCI EAFE ETF	^	35,935
	VANGUARD REIT ETF	VANGUARD REIT ETF	^	10,528
	VANGUARD S/T BOND INDEX-S	VANGUARD S/T BOND INDEX-SIG #1349	^	112,053
	VANGUARD SMALL-CAP ETF	VANGUARD SMALL-CAP ETF	^	13,753
	VANGUARD SMALL-CAP INDEX	VANGUARD SMALL-CAP INDEX FUND # 48	^	113,940
	VANGUARD TG RETIREMENT 20	VANGUARD TG RETIREMENT 2040 FD	^	39,016
	VANGUARD TOTAL BD MKT FD	VANGUARD TOTAL BD MKT FD ETF	^	73,526

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	VANGUARD TOTAL INTL STK I	VANGUARD TOTAL INTL STK INDX #113	^	$ 52,292
	VANGUARD TOTAL STK MKT IN	VANGUARD TOTAL STK MKT INDEX #085	^	119,347
	VANGUARD TOTAL STOCK MARK	VANGUARD TOTAL STOCK MARKET ETF	^	364,202
	VANGUARD WINDSOR II FD-AD	VANGUARD WINDSOR II FD-ADMIRAL # 573	^	7,651,263
	VANGUARD/WINDSOR FD INC-A	VANGUARD/WINDSOR FD INC-ADM	^	258,056
	VIRTUS EMERGING MKTS OPPS	VIRTUS EMERGING MKTS OPPS-A	^	25,934
	VNGRD SPCL GOLD & PREC ME	VNGRD SPCL GOLD & PREC METALS #53	^	10,131
	WELLS FARGO ADV SMALL CAP	WELLS FARGO ADV SMALL CAP VAL FD-IS	^	1,216,316
	WISDOMTREE DIVIDEND EX-FI	WISDOMTREE DIVIDEND EX-FINANCIALS	^	104,268
	WISDOMTREE EMERGING MARKE	WISDOMTREE EMERGING MARKETS EQUITY	^	15,441
		TOTAL MUTUAL FUNDS		124,980,670
	NOTES, MORTGAGES, AND CONTRACTS			
	PARTICIPANT LOANS — LOEB & LOEB			
*	EE MASTER NOTE	SECURED BY VESTED INTEREST 5.25% TO 8.25%	^	1,680,655
		TOTAL PARTICIPANT LOANS		1,680,655
		TOTAL NOTES, MORTGAGES, AND CONTRACTS		1,680,655
	MISCELLANEOUS:			
	PARTNERSHIPS:			
	BLACKSTONE GROUP L P	BLACKSTONE GROUP L P	^	904
	BLACKSTONE GROUP L P	BLACKSTONE GROUP L P	^	46,770
	KKR FINANCIAL HLDGS LLC L	KKR FINANCIAL HLDGS LLC LP	^	15,840
		TOTAL PARTNERSHIPS		63,514
	OTHER ASSETS — TOTAL CAPITAL 3.12	TOTAL CAPITAL 3.125% 10/02/15		10,644
		TOTAL MISCELLANEOUS		74,158
		PRINCIPAL CASH		214,500
		TOTAL ASSETS		$ 149,760,630

* Denotes party-in-interest asset.
^ Cost information not provided as assets are part of an individual account plan that participants and beneficiaries directed with respect to assets allocated to his or her account.

See accompanying independent auditors' report. (Concluded)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

	(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
		CASH EQUIVALENTS:			
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	$ 1,255
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	7,507
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	9,160
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	6,193
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	4,053
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	355,597
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	233,754
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	74,091
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	16,547
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	16,141
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	116,148
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	5,191
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	7,911
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	9,199
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	1,396
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	39,784
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	86,873
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	8
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	1
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	35,384
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	4,168
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	76,417
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	821
*		CNI CHARTER PRIME MNY MK	CNI CHARTER PRIME MNY MK INST FUND	^	5,762
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	639
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	318,943
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	16,533
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	238
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	76,899
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	151,930
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	185,988
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	31,135
*		CNI CHARTER PRIME MNY MKT	CNI CHARTER PRIME MNY MKT INST #2631	^	
		VANGUARD PRIME MNY MKT FD	VANGUARD PRIME MNY MKT FD-INSTL 066	^	11,022,313
			TOTAL CASH EQUIVALENTS		12,917,979
		SAVINGS AND CDs:			
		ALLY BK MIDVALE C/D 1.75	ALLY BK MIDVALE C/D 1.750% 10/08/14	^	84,494
		BARCLAYS BNK DE C/D 3.15	BARCLAYS BNK DE C/D 3.150% 8/05/14	^	37,310
		CENTENNIAL BANK 2.70	CENTENNIAL BANK 2.700% 5/12/13	^	79,371
		CENTENNIAL BANK CD 3.10	CENTENNIAL BANK CD 3.100% 2/05/13	^	65,000
		DISCOVER BK CD 5.00	DISCOVER BK CD 5.000% 7/23/13	^	92,260
		FIRST BANK OF PUERTO 3.25	FIRST BANK OF PUERTO 3.250% 5/20/14	^	100,941
		FSGBANK N A C/D 3.21	FSGBANK N A C/D 3.210% 7/29/15	^	63,014
		GE MONEY BK C/D 2.40	GE MONEY BK C/D 2.400% 8/06/15	^	82,817
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/08/22	^	77,136
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/22/22	^	61,225
		GOLDMAN SACHS BK C/D 2.80	GOLDMAN SACHS BK C/D 2.800% 2/28/22	^	52,913

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

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	ISRAEL DISC BK C/D 2.30	ISRAEL DISC BK C/D 2.300% 2/16/16	^	$ 235,118
	KEY BK CD 4.17	KEY BK CD 4.172% 2/15/13	^	105,000
	PARKWAY B&T C/D 2.75	PARKWAY B&T C/D 2.750% 5/19/15	^	29,135
	STATE BK INDIA C/D 2.40	STATE BK INDIA C/D 2.400% 3/24/16	^	46,474
	WACHOVIA BK C/D 4.55	WACHOVIA BK C/D 4.550% 5/14/13	^	67,841
		TOTAL SAVINGS AND CDs		1,280,049
	GOVERNMENT AND AGENCIES:			
	FHLMC 2.50	FHLMC 2.500% 1/07/14	^	25,597
	FHLMC POOL #G12484 4.50	FHLMC POOL #G12484 4.500% 6/01/21	^	1,991
	FNMA 1.25	FNMA 1.250% 8/20/13	^	25,164
	US TREASURY NOTES 4.00	US TREASURY NOTES 4.000% 2/15/15	^	32,353
	US TREASURY NTS 1.37	US TREASURY NTS 1.375% 5/15/13	^	30,140
		TOTAL GOVERNMENT AND AGENCIES		115,245
	CORPORATE OBLIGATIONS:			
	AT&T INC 2.50	AT&T INC 2.500% 8/15/15	^	10,426
	AUTOZONE INC 6.95	AUTOZONE INC 6.950% 6/15/16	^	29,414
	BANK AMER CORP 5.35	BANK AMER CORP 5.350% 3/15/18	^	26,963
	BLACKROCK INC 3.50	BLACKROCK INC 3.500% 12/10/14	^	10,561
	CATERPILLAR FINL SVC 4.75	CATERPILLAR FINL SVC 4.750% 2/17/15	^	10,818
	COLGATE PALMOLIVE MT 5.20	COLGATE PALMOLIVE MT 5.200% 11/07/16	^	5,818
	DOW CHEM COMPANY 5.90	DOW CHEM COMPANY 5.900% 2/15/15	^	49,645
	FIRSTENERGY SOLUTION 4.80	FIRSTENERGY SOLUTION 4.800% 2/15/15	^	32,217
	GE CAPITAL CORP 4.50	GE CAPITAL CORP 4.500% 11/15/17	^	27,282
	GEN ELEC CAP CORP 5.10	GEN ELEC CAP CORP 5.100% 11/15/20	^	27,730
	GENWORTH FINL INC 4.95	GENWORTH FINL INC 4.950% 10/01/15	^	26,443
	GOLDMAN SACHS GRP 4.00	GOLDMAN SACHS GRP 4.000% 11/15/15	^	26,369
	GOLDMAN SACHS GRP 4.80	GOLDMAN SACHS GRP 4.800% 11/15/19	^	26,301
	GTE CORP DEB 6.84	GTE CORP DEB 6.840% 4/15/18	^	31,299
	HSBC FIN CORP 4.00	HSBC FIN CORP 4.000% 10/15/14	^	35,910
	INTL PAPER COMPANY 7.50	INTL PAPER COMPANY 7.500% 8/15/21	^	65,434
	JEFFERIES GRP CONV 3.87	JEFFERIES GRP CONV 3.875% 11/01/29	^	49,532
	LILLY ELI & CO 4.20	LILLY ELI & CO 4.200% 3/06/14	^	10,433
	MAGELLAN MIDSTREAM 5.65	MAGELLAN MIDSTREAM 5.650% 10/15/16	^	56,879
	MEDTRONIC INC 3.00	MEDTRONIC INC 3.000% 3/15/15	^	5,254
	MERCK & CO INC 4.00	MERCK & CO INC 4.000% 6/30/15	^	10,853
	OCCIDENTAL PETE CORP 2.50	OCCIDENTAL PETE CORP 2.500% 2/01/16	^	5,252
	OHIO EDISON CO 6.40	OHIO EDISON CO 6.400% 7/15/16	^	70,383
	PITNEY BOWES INC 4.75	PITNEY BOWES INC 4.750% 5/15/18	^	25,938
	RPM INTL INC 6.50	RPM INTL INC 6.500% 2/15/18	^	46,829
	SHELL INTL FIN 3.25	SHELL INTL FIN 3.250% 9/22/15	^	10,681
	VALERO ENERGY CORP 6.12	VALERO ENERGY CORP 6.125% 2/01/20	^	60,799
	VORNADO RLTY L P 4.25	VORNADO RLTY L P 4.250% 4/01/15	^	26,425
		TOTAL CORPORATE OBLIGATIONS		821,888
	COMMON STOCKS:			
	3M COMPANY COM	3M COMPANY COM	^	27,855
	3POWER ENERGY GROUP INC C	3POWER ENERGY GROUP INC COM	^	1,347

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

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	A123 SYSTEMS INC COM	A123 SYSTEMS INC COM	^	$ 69
	ACADIA REALTY TRUST REIT	ACADIA REALTY TRUST REIT	^	26,158
	AEROVIRONMENT INC COM	AEROVIRONMENT INC COM	^	7,500
	AGRIUM INC COM	AGRIUM INC COM	^	9,987
	ALCATEL-LUCENT SP ADR	ALCATEL-LUCENT SP ADR	^	47
	ALTRIA GROUP INC COM	ALTRIA GROUP INC COM	^	6,288
	ALTRIA GROUP INC COM	ALTRIA GROUP INC COM	^	9,432
	ALVARION LTD COM	ALVARION LTD COM	^	1,116
	AMAZON.COM INC COM	AMAZON.COM INC COM	^	50,174
	AMEREN CORP COM	AMEREN CORP COM	^	33,485
	AMERICA MOVIL S A DE C V	AMERICA MOVIL S A DE C V SER L ADR	^	926
	AMERICAN BUSINESS BK COM	AMERICAN BUSINESS BK COM	^	79,650
	AMERICAN GREEN GROUP INC	AMERICAN GREEN GROUP INC COM	^	209
	AMERICAN WTR WKS CO INC N	AMERICAN WTR WKS CO INC NEW COM	^	51,982
	AMERICAN WTR WKS CO INC N	AMERICAN WTR WKS CO INC NEW COM	^	14,852
	ANADARKO PETROLEUM CORP C	ANADARKO PETROLEUM CORP COM	^	29,724
	APPLE INC COM	APPLE INC COM	^	71,843
	APPLE INC COM	APPLE INC COM	^	53,217
	APPLE INC COM	APPLE INC COM	^	10,643
	APPLE INC COM	APPLE INC COM	^	186,261
	APPLE INC COM	APPLE INC COM	^	37,252
	APPLE INC COM	APPLE INC COM	^	21,287
	APPLE INC COM	APPLE INC COM	^	2,661
	APPLE INC COM	APPLE INC COM	^	22,883
	APPLE INC COM	APPLE INC COM	^	42,042
	APPLE INC COM	APPLE INC COM	^	10,643
	APPLE INC COM	APPLE INC COM	^	26,609
	ARCELORMITTAL-NY REGISTER	ARCELORMITTAL-NY REGISTERED COM	^	6,988
	ARCH COAL INC COM	ARCH COAL INC COM	^	36,600
	AVALONBAY COMMUNITIES INC	AVALONBAY COMMUNITIES INC COM	^	13,966
	AVNET INC COM	AVNET INC COM	^	15,305
	BANK NEW YORK MELLON CORP	BANK NEW YORK MELLON CORP COM	^	38,550
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	20,782
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	11,610
	BANK OF AMERICA CORP COM	BANK OF AMERICA CORP COM	^	17,415
	BARRICK GOLD CORP COM	BARRICK GOLD CORP COM	^	3,501
	BB & T CORP COM	BB & T CORP COM	^	29,110
	BERKSHIRE HATHAWAY INC CL	BERKSHIRE HATHAWAY INC CL B	^	19,734
	BLACKROCK KELSO CAPITAL C	BLACKROCK KELSO CAPITAL CORP COM	^	40,240
	BP PLC SPONS ADR	BP PLC SPONS ADR	^	50,926
	BP PLC SPONS ADR	BP PLC SPONS ADR	^	16,656
	BRISTOL MYERS SQUIBB CO C	BRISTOL MYERS SQUIBB CO COM	^	23,791
	BROADCOM CORP CL A	BROADCOM CORP CL A	^	33,210
	BT GROUP PLC ADR	BT GROUP PLC ADR	^	38,030
	BUNGE LIMITED COM	BUNGE LIMITED COM	^	2,908
	CAI INTERNATIONAL INC COM	CAI INTERNATIONAL INC COM	^	144,870
	CANADIAN NATURAL RESOURCE	CANADIAN NATURAL RESOURCES LTD COM	^	86,610
	CAPSTONE TURBINE CORP COM	CAPSTONE TURBINE CORP COM	^	8,900
	CARBO CERAMICS INC COM	CARBO CERAMICS INC COM	^	8,617
	CATERPILLAR INC COM	CATERPILLAR INC COM	^	35,843
	CBS CORP CL B	CBS CORP CL B	^	3,805

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

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	CELLCOM ISRAEL LTD COM	CELLCOM ISRAEL LTD COM	^	$ 9,936
	CENTERPOINT ENERGY INC CO	CENTERPOINT ENERGY INC COM	^	46,585
	CERNER CORP COM	CERNER CORP COM	^	31,004
	CHESAPEAKE ENERGY CORP CO	CHESAPEAKE ENERGY CORP COM	^	33,240
	CHEVRON CORP COM	CHEVRON CORP COM	^	21,628
	CHEVRON CORP COM	CHEVRON CORP COM	^	52,448
	CHEVRON CORP COM	CHEVRON CORP COM	^	21,628
	CHINA 3C GROUP COM	CHINA 3C GROUP COM	^	60
	CISCO SYSTEMS INC COM	CISCO SYSTEMS INC COM	^	29,474
	CITIGROUP INC COM	CITIGROUP INC COM	^	13,846
	CLEANTECH SOLUTIONS INTL	CLEANTECH SOLUTIONS INTL INC COM	^	1,846
	COCA-COLA CO COM	COCA-COLA CO COM	^	8,700
	COMMAND SEC CORP COM	COMMAND SEC CORP COM	^	6,200
	CONOCOPHILLIPS COM	CONOCOPHILLIPS COM	^	4,639
	CORONADO BIOSCIENCES INC	CORONADO BIOSCIENCES INC COM	^	22,550
	COSTCO WHOLESALE CORP NEW	COSTCO WHOLESALE CORP NEW COM	^	5,924
	COVIDIEN PLC COM	COVIDIEN PLC COM	^	14,435
	CSX CORP COM	CSX CORP COM	^	2,368
	DIGITAL GENERATION INC CO	DIGITAL GENERATION INC COM	^	2,182
	EMC CORP MASS COM	EMC CORP MASS COM	^	5,566
	ENDO HEALTH SOLUTIONS INC	ENDO HEALTH SOLUTIONS INC	^	7,082
	EXPO HOLDING INC COM	EXPO HOLDING INC COM	^	75
	EXPRESS SCRIPTS HLDG COM	EXPRESS SCRIPTS HLDG COM	^	19,548
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	65,778
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	52,796
	EXXON MOBIL CORP COM	EXXON MOBIL CORP COM	^	25,965
	FEDEX CORP COM	FEDEX CORP COM	^	3,669
	FIDELITY NATIONAL FINANCI	FIDELITY NATIONAL FINANCIAL INC COM	^	23,550
	FREEPORT MCMORAN COPPER &	FREEPORT MCMORAN COPPER & GLD INC	^	3,420
	FRONTIER COMMUNICATIONS C	FRONTIER COMMUNICATIONS CORP COM	^	34,989
	GDT TEK INC COM	GDT TEK INC COM	^	15
	GENERAL DYNAMICS CORP COM	GENERAL DYNAMICS CORP COM	^	27,708
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	31,485
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	16,792
	GENERAL ELECTRIC CO COM	GENERAL ELECTRIC CO COM	^	31,485
	GENERAL MILLS INC COM	GENERAL MILLS INC COM	^	4,850
	GOLDMAN SACHS GROUP INC C	GOLDMAN SACHS GROUP INC COM	^	31,890
	GOOGLE INC CL A	GOOGLE INC CL A	^	3,537
	GOOGLE INC CL A	GOOGLE INC CL A	^	84,886
	GRAINGER W W INC COM	GRAINGER W W INC COM	^	24,284
	HALLIBURTON COMPANY COM	HALLIBURTON COMPANY COM	^	27,752
	HALLIBURTON COMPANY COM	HALLIBURTON COMPANY COM	^	21,855
	HARTFORD FINANCIAL SERVIC	HARTFORD FINANCIAL SERVICES GRP COM	^	16,830
	HEALTH CARE REIT INC REIT	HEALTH CARE REIT INC REIT	^	24,516
	HECLA MNG CO COM	HECLA MNG CO COM	^	2,915
	HONDA MOTOR LTD SPONS ADR	HONDA MOTOR LTD SPONS ADR	^	18,470
	HSBC HLDGS PLC SPONS ADR	HSBC HLDGS PLC SPONS ADR	^	5,307
	INTEL CORP COM	INTEL CORP COM	^	20,105
	INTEL CORP COM	INTEL CORP COM	^	45,364
	INTEL CORP COM	INTEL CORP COM	^	10,310
	INTL BUSINESS MACHINES CO	INTL BUSINESS MACHINES CORP COM	^	114,930

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	INTL BUSINESS MACHINES CO	INTL BUSINESS MACHINES CORP COM	^	$ 7,662
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	7,010
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	27,690
	JOHNSON & JOHNSON COM	JOHNSON & JOHNSON COM	^	43,462
	JPMORGAN CHASE & CO COM N	JPMORGAN CHASE & CO COM NEW	^	21,985
	JPMORGAN CHASE & CO COM N	JPMORGAN CHASE & CO COM NEW	^	27,261
	KENNEDY-WILSON HLDGS INC	KENNEDY-WILSON HLDGS INC COM	^	41,940
	KONGZHONG CORP SPON ADR	KONGZHONG CORP SPON ADR	^	5,482
	KRAFT FOODS GROUP INC COM	KRAFT FOODS GROUP INC COM	^	2,092
	L-3 COMMUNICATIONS HLDGS	L-3 COMMUNICATIONS HLDGS INC COM	^	7,662
	LABORATORY CORP AMER HLDG	LABORATORY CORP AMER HLDGS COM NEW	^	3,465
	LIBERTY STAR URANIUM & ME	LIBERTY STAR URANIUM & METAL COM	^	159
	LINKWELL CORP COM	LINKWELL CORP COM	^	51
	MAGELLAN ENERGY LTD COM	MAGELLAN ENERGY LTD COM	^	1,500
	MCDONALDS CORP COM	MCDONALDS CORP COM	^	17,642
	MERCK & CO INC NEW COM	MERCK & CO INC NEW COM	^	12,282
	MICROCHIP TECHNOLOGY INC	MICROCHIP TECHNOLOGY INC COM	^	32,590
	MICROSOFT CORP COM	MICROSOFT CORP COM	^	13,355
	MICROSOFT CORP COM	MICROSOFT CORP COM	^	4,273
	MODUSLINK GLOBAL SOLUTION	MODUSLINK GLOBAL SOLUTIONS I COM	^	15
	MONDELEZ INTERNATIONAL IN	MONDELEZ INTERNATIONAL INC-A COM	^	10,181
	MONSANTO CO NEW COM	MONSANTO CO NEW COM	^	141,975
	NESTLE S A SPONS ADR	NESTLE S A SPONS ADR	^	19,551
	NEWMONT MINING CORP COM	NEWMONT MINING CORP COM	^	45,047
	NIKE INC CL B	NIKE INC CL B	^	6,192
	NISOURCE INC COM	NISOURCE INC COM	^	24,641
	NOBLE CORP COM	NOBLE CORP COM	^	17,410
	NORTECH SYS INC COM	NORTECH SYS INC COM	^	84,000
	OCCIDENTAL PETROLEUM CORP	OCCIDENTAL PETROLEUM CORP COM	^	22,983
	ONEOK INC NEW COM	ONEOK INC NEW COM	^	26,505
	PEPSICO INC COM	PEPSICO INC COM	^	24,635
	PEPSICO INC COM	PEPSICO INC COM	^	6,843
	PHILIP MORRIS INTL INC CO	PHILIP MORRIS INTL INC COM	^	16,728
	PHILIP MORRIS INTL INC CO	PHILIP MORRIS INTL INC COM	^	16,728
	PHILLIPS 66 COM	PHILLIPS 66 COM	^	2,124
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	6,103
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	3,052
	POTASH CORP SASK INC COM	POTASH CORP SASK INC COM	^	61,035
	PRICE T ROWE GROUP INC CO	PRICE T ROWE GROUP INC COM	^	30,605
	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO COM	^	27,156
	PROCTER & GAMBLE CO COM	PROCTER & GAMBLE CO COM	^	20,367
	QIHOO 360 TECHNOLOGY CO L	QIHOO 360 TECHNOLOGY CO LTD ADR	^	5,938
	QUASAR AEROSPACE INDUSTRI	QUASAR AEROSPACE INDUSTRIES COM	^	24
	QUICKSILVER RESOURCES INC	QUICKSILVER RESOURCES INC COM	^	2,860
	RADIOSHACK CORP COM	RADIOSHACK CORP COM	^	2,120
	RAYTHEON CO COM NEW	RAYTHEON CO COM NEW	^	5,756
	RAYTHEON CO COM NEW	RAYTHEON CO COM NEW	^	2,302
	REGENERON PHARMACEUTICALS	REGENERON PHARMACEUTICALS INC COM	^	102,642
	ROCHE HOLDINGS LTD SPONS	ROCHE HOLDINGS LTD SPONS ADR	^	31,815
	ROSS STORES INC COM	ROSS STORES INC COM	^	10,818
	ROYAL DUTCH SHELL PLC ADR	ROYAL DUTCH SHELL PLC ADR CL A	^	13,790

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	SALAMON GROUP INC COM	SALAMON GROUP INC COM	^	$ 1,384
	SASOL LTD SPONS ADR	SASOL LTD SPONS ADR	^	9,091
	SCHWAB CHARLES CORP COM	SCHWAB CHARLES CORP COM	^	38,427
	SEADRILL LTD COM	SEADRILL LTD COM	^	47,840
	SEAGATE TECHNOLOGY COM	SEAGATE TECHNOLOGY COM	^	3,042
	STARBUCKS CORP COM	STARBUCKS CORP COM	^	5,363
	STARBUCKS CORP COM	STARBUCKS CORP COM	^	4,290
	SUNCOR ENERGY INC COM	SUNCOR ENERGY INC COM	^	9,894
	SYSCO CORP COM	SYSCO CORP COM	^	25,328
	TAPISTRON INTL INC COM *D	TAPISTRON INTL INC COM *DLSTD*	^	
	TELEF BRASIL - SPON ADR	TELEF BRASIL - SPON ADR	^	8,421
	TEVA PHARMACEUTICAL IND L	TEVA PHARMACEUTICAL IND LTD SPON ADR	^	16,803
	TEVA PHARMACEUTICAL IND L	TEVA PHARMACEUTICAL IND LTD SPON ADR	^	18,670
	THE MOSAIC CO COM	THE MOSAIC CO COM	^	56,630
	THE MOSAIC CO COM	THE MOSAIC CO COM	^	16,423
	TITAN PHARMACEUTICALS INC	TITAN PHARMACEUTICALS INC COM	^	5,500
	TOYOTA MOTOR CORP SPONS A	TOYOTA MOTOR CORP SPONS ADR	^	58,747
	TRANSGLOBAL ASSETS INC CO	TRANSGLOBAL ASSETS INC COM	^	32
	TRUDY CORP COM	TRUDY CORP COM	^	10
	UNITED PARCEL SERVICE CL	UNITED PARCEL SERVICE CL B	^	14,746
	UNITED TECHNOLOGIES CORP	UNITED TECHNOLOGIES CORP COM	^	24,603
	UNIVERSAL TRAVEL GROUP CO	UNIVERSAL TRAVEL GROUP COM	^	280
	VERIZON COMMUNICATIONS CO	VERIZON COMMUNICATIONS COM	^	30,289
	VODAFONE GROUP PLC SPONS	VODAFONE GROUP PLC SPONS ADR	^	22,923
	VORNADO RLTY TR COM	VORNADO RLTY TR COM	^	16,576
	VRINGO INC COM	VRINGO INC COM	^	22,960
	WAL-MART STORES INC COM	WAL-MART STORES INC COM	^	20,469
	WEYERHAEUSER CO COM	WEYERHAEUSER CO COM	^	22,534
	WHITING PETROLEUM CORP CO	WHITING PETROLEUM CORP COM	^	43,370
	WHOLE FOODS MARKET INC CO	WHOLE FOODS MARKET INC COM	^	5,925
	WILLIAMS COMPANIES INC CO	WILLIAMS COMPANIES INC COM	^	28,156
	WINDSTREAM CORP COM	WINDSTREAM CORP COM	^	8,279
		TOTAL COMMON STOCKS		4,337,035
	COMMON/COLLECTIVE FUNDS —			
	MORLEY STABLE VALUE FUND	MORLEY STABLE VALUE FUND	^	3,338,451
	MUTUAL FUNDS:			
	AGIC CONVERTIBLE & INCOME	AGIC CONVERTIBLE & INCOME FUND	^	13,296
	ALERIAN MLP ETF	ALERIAN MLP ETF	^	121,778
	ALLIANZ NFJ DIVIDEND VALU	ALLIANZ NFJ DIVIDEND VALUE FD CL D	^	57,589
	ALLIANZ NFJ INTERNAT VALU	ALLIANZ NFJ INTERNAT VALUE FD A	^	114,617
	ALPINE TOTAL DYNAMIC DIVI	ALPINE TOTAL DYNAMIC DIVIDEN SBI	^	16,120
	AMERICA EUROPACIFIC GROWT	AMERICA EUROPACIFIC GROWTH-R6	^	10,643,757
	AMERICAN EUROPACIFIC GROW	AMERICAN EUROPACIFIC GROWTH #016	^	69,866
	AMERICAN EUROPACIFIC GROW	AMERICAN EUROPACIFIC GROWTH #016	^	103,672
	AMERICAN FDS-NEW WORLD FD	AMERICAN FDS-NEW WORLD FD-R6	^	162,934
	AMERICAN/INVESTMENT CO OF	AMERICAN/INVESTMENT CO OF AMER -A#4	^	27,880
	AMERICAN/INVESTMENT CO OF	AMERICAN/INVESTMENT CO OF AMER -A#4	^	288,416
	BLACKROCK EQUITY DIVIDEND	BLACKROCK EQUITY DIVIDEND FD-A	^	184,726

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	BLACKROCK GLOBAL ALLOC FD	BLACKROCK GLOBAL ALLOC FD CL A 213	^	$ 196,687
	BRANDYWINE ADVISORS MIDCA	BRANDYWINE ADVISORS MIDCAP GROWT FD	^	12,982
	BRANDYWINE BLUE FUND	BRANDYWINE BLUE FUND	^	12,342
	CAPITAL WRLD GRTH & INCOM	CAPITAL WRLD GRTH & INCOME FD CL R5	^	18,502
	CLEARBRIDGE AGGRESSIVE GR	CLEARBRIDGE AGGRESSIVE GROWTH FD	^	58,431
*	CNI CHARTER CORP BOND SER	CNI CHARTER CORP BOND SERV CL #255	^	48,711
*	CNI CHARTER GOVT BD FD SE	CNI CHARTER GOVT BD FD SERV CL #256	^	35,305
*	CNI CHARTER HIGH YLD BD F	CNI CHARTER HIGH YLD BD FD SERV #251	^	19,945
*	CNI CHARTER LIMITED MAT-I	CNI CHARTER LIMITED MAT-I FD#111	^	36,916
	DELAWARE EMERGING MARKETS	DELAWARE EMERGING MARKETS FD CL C	^	37,534
	DFA INTL SMALL CAP VALUE	DFA INTL SMALL CAP VALUE PORT# 66	^	37,381
	DFA INTL SMALL CAP VALUE	DFA INTL SMALL CAP VALUE PORT# 66	^	60,358
	DFA ONE YEAR FIXED INCOME	DFA ONE YEAR FIXED INCOME PORTF# 3	^	101,930
	DNP SELECT INCOME FD SBI	DNP SELECT INCOME FD SBI	^	21,052
	DODGE & COX INTL STOCK FD	DODGE & COX INTL STOCK FD 1048	^	22,964
	DOUBLELINE TOTAL RETURN B	DOUBLELINE TOTAL RETURN BOND FD-I	^	41,751
	DREYFUS CORE EQUITY FUND-	DREYFUS CORE EQUITY FUND-A	^	183,723
	DREYFUS INTL STOCK INDEX	DREYFUS INTL STOCK INDEX FD 79	^	17,043
	EATON VANCE FLOATING RATE	EATON VANCE FLOATING RATE CL I 924	^	30,429
	EIC VALUE FUND-A	EIC VALUE FUND-A	^	113,836
	FIDELITY ADV LEVERAGED CO	FIDELITY ADV LEVERAGED CO STK A #102	^	125,799
	FIDELITY BLUE CHIP GROWTH	FIDELITY BLUE CHIP GROWTH FUND312	^	21,664
	FIDELITY BLUE CHIP VALUE	FIDELITY BLUE CHIP VALUE FUND	^	22,445
	FIDELITY CANADA FUND	FIDELITY CANADA FUND	^	23,519
	FIDELITY CANADA FUND	FIDELITY CANADA FUND	^	32,231
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	122,357
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	75,228
	FIDELITY CONTRAFUND #22	FIDELITY CONTRAFUND #22	^	9,786,507
	FIDELITY FLTG RATE HIGH I	FIDELITY FLTG RATE HIGH INC 814	^	224,542
	FIDELITY INTL REAL ESTATE	FIDELITY INTL REAL ESTATE FD	^	87,248
	FIDELITY INTL REAL ESTATE	FIDELITY INTL REAL ESTATE FD	^	62,969
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	135,492
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	6,211
	FIDELITY LOW PRICE STOCK	FIDELITY LOW PRICE STOCK FD #316	^	3,701,081
	FIDELITY SELECT GOLD PORT	FIDELITY SELECT GOLD PORTF 41	^	46,583
	FIDELITY SMALL CAP DISCOV	FIDELITY SMALL CAP DISCOVERY FUND	^	7,670,714
	FIDELITY SOUTHEAST ASIA #	FIDELITY SOUTHEAST ASIA #351	^	34,655
	FIDELITY STRUCTUR LARGE C	FIDELITY STRUCTUR LARGE CAP VAL 708	^	28,896
	FORWARD INTL SMALL COS FD	FORWARD INTL SMALL COS FD- INSTL	^	122,053
	FORWARD INTL SMALL COS FD	FORWARD INTL SMALL COS FD- INSTL	^	59,081
	FRANKLIN TEMPLETON GLOBAL	FRANKLIN TEMPLETON GLOBAL BD C 506	^	43,558
	FRANKLIN TEMPLETON GLOBAL	FRANKLIN TEMPLETON GLOBAL BOND FD-AD	^	257,707
	GATEWAY FUND# 1984	GATEWAY FUND# 1984	^	27,543
	HARBOR INTERNATIONAL FD#	HARBOR INTERNATIONAL FD# 11	^	3,879,283
	INCOME FUND OF AMERICA R-	INCOME FUND OF AMERICA R-6	^	7,613,524
	ING GLOBAL REAL ESTATE FU	ING GLOBAL REAL ESTATE FUND-I	^	24,866
	ING VALUE CHOICE FD CL C	ING VALUE CHOICE FD CL C	^	82,890
	ISHARES CORE S & P SMALL-	ISHARES CORE S & P SMALL-CAP ETF	^	16,401
	ISHARES CORE S & P SMALL-	ISHARES CORE S & P SMALL-CAP ETF	^	25,844
	ISHARES DJ SELECT DIVID I	ISHARES DJ SELECT DIVID INDEX FD SBI	^	28,620
	ISHARES GOLD TRUST	ISHARES GOLD TRUST	^	34,837

(Continued)

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	ISHARES IBOXX $ INV GRADE	ISHARES IBOXX $ INV GRADE CORP BD FD	^	$ 60,495
	ISHARES INC MSCI AUSTRALI	ISHARES INC MSCI AUSTRALIA INDEX	^	23,154
	ISHARES INC MSCI AUSTRALI	ISHARES INC MSCI AUSTRALIA INDEX	^	6,184
	ISHARES INC MSCI JAPAN IN	ISHARES INC MSCI JAPAN INDEX SBI	^	19,793
	ISHARES MSCI ACWI INDEX F	ISHARES MSCI ACWI INDEX FUND ETF	^	96,160
	ISHARES MSCI EAFE INDEX F	ISHARES MSCI EAFE INDEX FD SBI	^	106,613
	ISHARES NSCI ISRAEL INDEX	ISHARES NSCI ISRAEL INDEX FD ETF	^	8,380
	ISHARES RUSSELL 2000 INDE	ISHARES RUSSELL 2000 INDEX	^	4,216
	ISHARES S&P SMLCAP 600 VA	ISHARES S&P SMLCAP 600 VALUE IDX SBI	^	98,710
	ISHARES S&P SMLCAP 600 VA	ISHARES S&P SMLCAP 600 VALUE IDX SBI	^	33,530
	IVY ASSET STRATEGY A # 60	IVY ASSET STRATEGY A # 606	^	58,380
	IVY GLOBAL NAT RESOURCES-	IVY GLOBAL NAT RESOURCES-Y # 722	^	43,368
	IVY GLOBAL NAT RESOURCES-	IVY GLOBAL NAT RESOURCES-Y # 722	^	57,159
	IVY HIGH INCOME FUND CLAS	IVY HIGH INCOME FUND CLASS-I	^	237,485
	IVY HIGH INCOME FUND CLAS	IVY HIGH INCOME FUND CLASS-I	^	11,959
	IVY MID CAP GROWTH FUND C	IVY MID CAP GROWTH FUND CL-I	^	807,658
	JANUS FORTY FUND CLASS C	JANUS FORTY FUND CLASS C	^	60,574
	JANUS OVERSEAS FUND T SHA	JANUS OVERSEAS FUND T SHARES 1054	^	11,236
	JOHN HANCOCK SMALL COMPAN	JOHN HANCOCK SMALL COMPANY FD CL A	^	17,506
	JPMORGAN SMALL CAP VALUE	JPMORGAN SMALL CAP VALUE FUND-SEL	^	27,524
	JPMORGAN US REAL EST FD S	JPMORGAN US REAL EST FD SEL-3037	^	9,884
	JPMORGAN US REAL EST FD S	JPMORGAN US REAL EST FD SEL-3037	^	53,442
	KEELEY SMALL CAP VALUE FD	KEELEY SMALL CAP VALUE FD-A	^	79,759
	KEELEY SMALL CAP VALUE FD	KEELEY SMALL CAP VALUE FD-A	^	8,503
	LORD ABBET INV TR SH DUR	LORD ABBET INV TR SH DUR INC A 249	^	80,337
	MANAGERS SMALL CAP FD	MANAGERS SMALL CAP FD	^	20,290
	MATTHEWS ASIA SMALL COMP	MATTHEWS ASIA SMALL COMP	^	51,388
	MATTHEWS PACIFIC TIGER FD	MATTHEWS PACIFIC TIGER FD # 802	^	160,841
	MATTHEWS PACIFIC TIGER FD	MATTHEWS PACIFIC TIGER FD # 802	^	106,498
	MERGER FD-# 260	MERGER FD-# 260	^	108,511
	MIDCAP SPDR TRUST SERIES	MIDCAP SPDR TRUST SERIES 1 ETF	^	46,799
	MIDCAP SPDR TRUST SERIES	MIDCAP SPDR TRUST SERIES 1 ETF	^	9,286
	OAKMARK EQUITY & INCOME F	OAKMARK EQUITY & INCOME FD #810	^	2,534,805
	OAKMARK INTL SMALL CAP 8	OAKMARK INTL SMALL CAP 811	^	115,248
	OAKMARK INTL SMALL CAP 8	OAKMARK INTL SMALL CAP 811	^	74,725
	PERKINS MID CAP VALUE FUN	PERKINS MID CAP VALUE FUND-I	^	1,066,473
	PIMCO ALL ASSETS ALL AUTH	PIMCO ALL ASSETS ALL AUTH P 1932	^	9,450
	PIMCO EMERGING MKTS BD IN	PIMCO EMERGING MKTS BD INSTL-137	^	21,859
	PIMCO TOTAL RETURN CL A #	PIMCO TOTAL RETURN CL A #4005	^	142,752
	PIMCO TOTAL RETURN FD INS	PIMCO TOTAL RETURN FD INSTL-35	^	18,988,956
	PIMCO TOTAL RETURN FUND-C	PIMCO TOTAL RETURN FUND-C #4205	^	63,753
	PIONEER STRATEGIC INCOME-	PIONEER STRATEGIC INCOME-A #22	^	125,363
	POLEN GROWTH FUND-RET	POLEN GROWTH FUND-RET	^	120,531
	POWERSHARES QQQ TR 1	POWERSHARES QQQ TR 1	^	19,539
	PRINCIPAL EQTY INC FD -IN	PRINCIPAL EQTY INC FD -INSTL	^	6,186,940
	PRINCIPAL GLBL DIVERS INC	PRINCIPAL GLBL DIVERS INC FD -A	^	120,846
	PRINCIPAL PREFERRED SECUR	PRINCIPAL PREFERRED SECURITIES INSTL	^	47,731
	PROSHARES ULTRASHORT 20+Y	PROSHARES ULTRASHORT 20+Y TR ETF	^	25,380
	PRUDENTIAL JENNISON NAT R	PRUDENTIAL JENNISON NAT RES FD-Z	^	37,655
	ROYCE PREMIER FUND INVT C	ROYCE PREMIER FUND INVT CL #265	^	83,751
	ROYCE TOTAL RETURN FUND #	ROYCE TOTAL RETURN FUND #267	^	38,549

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FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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	SPDR GOLD TRUST ETF	SPDR GOLD TRUST ETF	^	$ 46,176
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	419,391
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	123,897
	SPDR S&P 500 ETF TRUST	SPDR S&P 500 ETF TRUST	^	69,496
	SPDR S&P DIVIDEND ETF	SPDR S&P DIVIDEND ETF	^	116,320
	SPDR S&P DIVIDEND ETF	SPDR S&P DIVIDEND ETF	^	32,570
	SPDR S&P RETAIL ETF	SPDR S&P RETAIL ETF	^	12,475
	STRATTON SMALL CAP VALUE	STRATTON SMALL CAP VALUE FUND	^	73,388
	T ROWE PRICE EMRG EURO &	T ROWE PRICE EMRG EURO & MED #131	^	114,188
	T ROWE PRICE EMRG EURO &	T ROWE PRICE EMRG EURO & MED #131	^	4,630
	T ROWE PRICE HIGH YIELD B	T ROWE PRICE HIGH YIELD BOND FD #57	^	74,096
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	18,483
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	8,306
	T ROWE PRICE LATIN AMER F	T ROWE PRICE LATIN AMER FD 97	^	40,070
	T ROWE PRICE M/C GRW #64	T ROWE PRICE M/C GRW #64	^	125,937
	T ROWE PRICE M/C GRW #64	T ROWE PRICE M/C GRW #64	^	3,893,786
	T ROWE PRICE MID-CAP VAL	T ROWE PRICE MID-CAP VAL FD #115	^	98,431
	T ROWE PRICE MID-CAP VAL	T ROWE PRICE MID-CAP VAL FD #115	^	3,400,762
	T ROWE PRICE NEW AMERICA	T ROWE PRICE NEW AMERICA GROWTH FUND	^	11,254,845
	T ROWE PRICE NEW ASIA FUN	T ROWE PRICE NEW ASIA FUND #39	^	165,568
	T ROWE PRICE NEW ASIA FUN	T ROWE PRICE NEW ASIA FUND #39	^	104,916
	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND #41	^	45,318
	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND #41	^	57,581
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	60,116
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	53,720
	T ROWE PRICE REAL ESTATE	T ROWE PRICE REAL ESTATE #122	^	174,288
	TEMPLETON GLOBAL BOND-A 4	TEMPLETON GLOBAL BOND-A 406	^	72,750
	THIRD AVENUE INTL VALUE F	THIRD AVENUE INTL VALUE FUND # 448	^	20,637
	THORNBURG INTL VALUE FD-C	THORNBURG INTL VALUE FD-C# 639	^	66,709
	VANGUARD 500 INDEX ADMIRA	VANGUARD 500 INDEX ADMIRAL FD 540	^	173,579
	VANGUARD 500 INDEX FD-SIG	VANGUARD 500 INDEX FD-SIGN	^	5,489,948
	VANGUARD BOND INDEX INTER	VANGUARD BOND INDEX INTER-TERM #314	^	61,167
	VANGUARD CAPITAL OPPTY AD	VANGUARD CAPITAL OPPTY ADMIRAL SHS	^	1,316,675
	VANGUARD ENERGY FUND	VANGUARD ENERGY FUND	^	83,701
	VANGUARD EUROPEAN STK IND	VANGUARD EUROPEAN STK IND-SG #1352	^	192,335
	VANGUARD FTSE EMERGING MA	VANGUARD FTSE EMERGING MARKETS ETF	^	19,905
	VANGUARD FTSE EMERGING MA	VANGUARD FTSE EMERGING MARKETS ETF	^	14,695
	VANGUARD FXD INC GNMA FD-	VANGUARD FXD INC GNMA FD-ADM 536	^	6,623,069
	VANGUARD GLOBAL EX-US REA	VANGUARD GLOBAL EX-US REAL EST-ETF	^	11,006
	VANGUARD GROWTH ETF	VANGUARD GROWTH ETF	^	88,121
	VANGUARD HEALTH CARE FD #	VANGUARD HEALTH CARE FD #52	^	115,773
	VANGUARD INDEX 500 TRUST	VANGUARD INDEX 500 TRUST FD #040	^	37,664
	VANGUARD INFLAT-PROTECTED	VANGUARD INFLAT-PROTECTED SEC-IV#119	^	35,321
	VANGUARD MID CAP INDEX FD	VANGUARD MID CAP INDEX FD #859	^	66,111
	VANGUARD MSCI EAFE ETF	VANGUARD MSCI EAFE ETF	^	35,935
	VANGUARD REIT ETF	VANGUARD REIT ETF	^	10,528
	VANGUARD S/T BOND INDEX-S	VANGUARD S/T BOND INDEX-SIG #1349	^	112,053
	VANGUARD SMALL-CAP ETF	VANGUARD SMALL-CAP ETF	^	13,753
	VANGUARD SMALL-CAP INDEX	VANGUARD SMALL-CAP INDEX FUND # 48	^	113,940
	VANGUARD TG RETIREMENT 20	VANGUARD TG RETIREMENT 2040 FD	^	39,016
	VANGUARD TOTAL BD MKT FD	VANGUARD TOTAL BD MKT FD ETF	^	73,526

(Continued)

LOEB & LOEB LLP PROFIT SHARING AND 401(k) PLAN

EIN: 95-1780806
PN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	VANGUARD TOTAL INTL STK I	VANGUARD TOTAL INTL STK INDX #113	^	$ 52,292
	VANGUARD TOTAL STK MKT IN	VANGUARD TOTAL STK MKT INDEX #085	^	119,347
	VANGUARD TOTAL STOCK MARK	VANGUARD TOTAL STOCK MARKET ETF	^	364,202
	VANGUARD WINDSOR II FD-AD	VANGUARD WINDSOR II FD-ADMIRAL # 573	^	7,651,263
	VANGUARD/WINDSOR FD INC-A	VANGUARD/WINDSOR FD INC-ADM	^	258,056
	VIRTUS EMERGING MKTS OPPS	VIRTUS EMERGING MKTS OPPS-A	^	25,934
	VNGRD SPCL GOLD & PREC ME	VNGRD SPCL GOLD & PREC METALS #53	^	10,131
	WELLS FARGO ADV SMALL CAP	WELLS FARGO ADV SMALL CAP VAL FD-IS	^	1,216,316
	WISDOMTREE DIVIDEND EX-FI	WISDOMTREE DIVIDEND EX-FINANCIALS	^	104,268
	WISDOMTREE EMERGING MARKE	WISDOMTREE EMERGING MARKETS EQUITY	^	15,441
		TOTAL MUTUAL FUNDS		124,980,670
	NOTES, MORTGAGES, AND CONTRACTS			
	PARTICIPANT LOANS — LOEB & LOEB			
*	EE MASTER NOTE	SECURED BY VESTED INTEREST 5.25% TO 8.25%	^	1,680,655
		TOTAL PARTICIPANT LOANS		1,680,655
		TOTAL NOTES, MORTGAGES, AND CONTRACTS		1,680,655
	MISCELLANEOUS:			
	PARTNERSHIPS:			
	BLACKSTONE GROUP L P	BLACKSTONE GROUP L P	^	904
	BLACKSTONE GROUP L P	BLACKSTONE GROUP L P	^	46,770
	KKR FINANCIAL HLDGS LLC L	KKR FINANCIAL HLDGS LLC LP	^	15,840
		TOTAL PARTNERSHIPS		63,514
	OTHER ASSETS — TOTAL CAPITAL 3.12	TOTAL CAPITAL 3.125% 10/02/15		10,644
		TOTAL MISCELLANEOUS		74,158
		PRINCIPAL CASH		214,500
		TOTAL ASSETS		$ 149,760,630

* Denotes party-in-interest asset.
^ Cost information not provided as assets are part of an individual account plan that participants and beneficiaries directed with respect to assets allocated to his or her account.

See accompanying independent auditors' report. (Concluded)