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
BURGERS OF BEAUMONT EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

BURGERS OF BEAUMONT I, LTD.

3817 S. ALAMEDA, SUITE E
CORPUS CHRISTI, TX 78411

2b Employer Identification Number (EIN)
76-0386901

2c Sponsor's telephone number
830-598-7685

2d Business code (see instructions)
722210

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.	10/08/2013	JAMES WATTS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

BURGERS OF BEAUMONT I, LTD.

3817 S. ALAMEDA, SUITE E
CORPUS CHRISTI, TX 78411

3b Administrator's EIN: 76-0386901

3c Administrator's telephone number: 830-598-7685

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	125
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**	96
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	3
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	99
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	99
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	30
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☐		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

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
BURGERS OF BEAUMONT EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BURGERS OF BEAUMONT I, LTD.

D Employer Identification Number (EIN)
76-0386901

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12393	17820
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	442840	545920
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	455233	563740
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	27226
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	27226
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	455233	536514

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)	10383	
(B) Participants	2a(1)(B)	55898	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		66281
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		58807
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		125088
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42039	
(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)		42039
f Corrective distributions (see instructions)	2f		643
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1125	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1125
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		43807
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		81281
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: BUCKLEY & ASSOCIATES, P.C. **(2)** EIN: 74-2611776

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		50000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
BURGERS OF BEAUMONT EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BURGERS OF BEAUMONT I, LTD.

D Employer Identification Number (EIN)
76-0386901

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 95-6817943

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):

Burgers of Beaumont
Employees Savings Plan

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

December 31, 2012 and 2011

Burgers of Beaumont
Employee Savings Plan

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

December 31, 2012 and 2011

INDEX

INDEPENDENT AUDITORS' REPORT		
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS	EXHIBIT	A
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	EXHIBIT	B
NOTES TO FINANCIAL STATEMENTS	SHEET	1

SUPPLEMENTAL SCHEDULES

SCHEDULE H, PART IV, LINE 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES	SCHEDULE	I

Buckley & Associates, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To The Trustees
Burgers of Beaumont
Employee Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Burgers of Beaumont Employee Savings Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 7, which was certified by Capital Bank & Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets Held For Investment Purposes, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Buckley & Associates, P.C.

Buckley & Associates, PC
Certified Public Accountants

September 15, 2013

EXHIBIT A

Burgers of Beaumont
Employees Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2012 and 2011

ASSETS

	2012	2011
Investments:		
Investments in registered investment companies	$ 545,920	$ 442,840
Receivables:		
Employer contributions	17,820	12,393
	17,820	12,393
TOTAL ASSETS	$ 563,740	$ 455,233

LIABILITIES AND NET ASSETS AVAILABLE FOR PLAN BENEFITS

Liabilities:		
Excess contributions payable	$ 27,226	$ -
Net assets available for plan benefits	536,514	455,233
TOTAL LIABILITIES AND NET ASSETS AVAILABLE FOR PLAN ASSETS	$ 563,740	$ 455,233

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

EXHIBIT B

Burgers of Beaumont
Employees Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

Year Ended December 31, 2012

	2012
Additions to net assets attributed to:	
Contributions:	
Participants	$ 55,898
Employer	10,383
	66,281
Investment income:	
Net appreciation in fair value of mutual fund investments	58,807
Total additions	125,088
Deductions:	
Deductions from net assets attributed to:	
Termination and withdrawal of benefits	42,039
Administrative fees	1,125
Corrective distributions	643
	43,807
Net increase	81,281
Net assets available for plan benefits:	
Beginning of year	455,233
End of year	$ 536,514

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

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. PLAN DESCRIPTION

The following description of the Burgers of Beaumont Employee Savings Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Burgers of Beaumont Employee Savings Plan (the Plan) was formed on January 1, 2000 and provides supplemental retirement income to employees of Burgers of Beaumont I, Ltd (the Partnership). The Partnership administers the Plan and provides all necessary facilities, services, and administration. Associated administrative expenses of the Plan are paid by the Partnership with minimal fees paid by the Plan participants. Effective January 12, 2010, American Funds (an affiliate of Capital Bank and Trust) was engaged to provide plan services related to the participant directed investments.

Plan Restatement - Effective January 1, 2010, the Plan underwent a complete restatement.

Under the restated plan, the plan is a defined contribution plan, which is intended to qualify under section 401(a) of the Internal Revenue Code. As a defined contribution plan, it is not covered under Title IV of ERISA and, therefore, benefits are not insured by the Pension Benefit Guaranty Corporation.

To be eligible to participate, employees of the Partnership must have attained the minimum age of 20 years and have twelve months of service with at least 1,000 hours worked during the 12 month period. If an employee does not attain 1,000 hours worked during the 12 months following their hire date, then they must work 1,000 within any following plan year to become eligible. Eligible employees are allowed to enter the plan on the first day of each calendar quarter.

Eligible employees that have entered the Plan are then eligible to make pre-tax salary deferrals to the Plan. Salary deferrals are invested as directed by the participant in accordance with the Plan's investment policies.

The Partnership is able to make discretionary contributions to the plan, as determined by Partnership management. In order to be eligible to receive an employer contribution, the participant must be employed on the last day of the plan year and have completed 1,000 hours of service during the plan year.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Proto-type Plan Sponsor Amendments - In conjunction with the restatement several amendments to the proto-type plan were simultaneously implemented to amend the restated Plan so it would comply with various regulatory directives that had been implemented subsequent to the establishment of the proto-type plan. As allowed under Section 14.01 of the Plan, the Plan was amended as follows:

Effective January 1, 2010, Interim Amendment #1 was implemented to comply with Code Section 415 Amendments related to the elective provisions affecting post-severance compensation.

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. **PLAN DESCRIPTION** (continued)

Effective January 1, 2010, Interim Amendment #2 was implemented to comply with the Pension Protection Act of 2006.

Effective January 1, 2010, Interim Amendment #3 was implemented to comply with the HEART Act, WRERA, and other Internal Revenue Service guidance.

Plan Sponsor Amendments - Effective September 7, 2010, the plan sponsor amended the plan provisions related to the minimum age and service requirements. The minimum age requirement was increased to 21 years of age. The original 12 month service requirement with 1,000 hours of service remained unchanged. The entry dates were changed from the first day of each calendar quarter to the first day of the plan year and the first day of the seventh month of the plan year.

Contributions - Participants may elect to contribute up to the amount allowable under the current IRS rules and regulations. Pursuant to the Plan document, the Partnership may make discretionary employer contributions which are determined by Partnership management on an annual basis. Typically the match has equaled 25% of the employees' elective deferrals. The Partnership may also make additional discretionary matching or pro-rata employer contributions as deemed necessary by Partnership management. For the years ended December 31, 2012 and 2011 matching contributions amounted to $10,383 and $12,393, respectively. The Plan is participant directed, and participants may change their contribution rates and investment options at any time. Rollover contributions are permitted only by employees who have satisfied the conditions for participation.

Participant Accounts - Each participant's account is credited with the participant's contribution, benefit payments or withdrawals, the employer's contributions, and allocation of the Plan's earnings or losses. Earnings and losses are allocated daily based on the ratio of an individual's account balance to the total account balances of all participants in the same investment. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Forfeitures - On or before each anniversary date, any amounts that become forfeitures since the last anniversary date may be made available to be used to pay administrative expenses of the Plan. The remaining forfeitures, if any, shall be used to reduce employer contributions. Participants must be employed on the last day of the Plan year to receive an employer contribution.

Payment of Benefits - Benefits under the Plan are payable in a lump sum of cash or property allocated to the participants account for any of the following reasons: a) retirement on or after age 65, b) hardship, c) total and permanent disability, d) death, e) termination of employment, or f) required distributions for participants turning 70 ½ years of age.

Plan Termination - Although it has not expressed the intention to do so, The Partnership has the right under the Plan to discontinue its contributions at anytime and to terminate the Plan subject to the provisions of the ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. PLAN DESCRIPTION (continued)

Vesting - Participants are immediately vested in their own contributions and the appreciation or depreciation thereon. If a participant terminates employment prior to normal retirement age for any reason other than death or permanent disability, the participant's interest in the employers' contributions to the Plan for his or her benefit vests as follows:

Years of Service	Percent Of Non-forfeitable Interest
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

For vesting purposes, a participant must complete 1,000 hours of service in the first 12 months of employment or during any subsequent Plan year to qualify for a year of service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for the benefit of the participants and changes in those net assets.

Federal Income Taxes - A favorable determination letter was obtained for the proto-type non-standardized profit sharing plan, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. A determination letter has not been obtained specifically on the Burgers of Beaumont Employee Savings Plan. Both the proto-type and adopted plans have been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan administrator is not aware of any tax positions that would have a significant impact on its financial position. Its federal tax returns for the last three years remain subject to examination.

Administrative Expenses - Certain administrative functions are performed by employees of the sponsoring companies. No such employees receive compensation from the Plan. Administrative expenses for the trustee's fees are paid directly by the Plan sponsor. For the year ended December 31, 2012 and 2011 administrative expenses paid by the Company amounted to $12,781 and $13,439, respectively.

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

3. NON-DISCRIMINATION TESTS

The Plan requires excess contributions plus any income and less any losses to be refunded to the highly compensated employees. Corrective distributions for the years ended December 31, 2012 and 2011 amounted to $643 and $2,012, respectively.

Contributions received from participants for 2012 are net of payments of $17,347 made in 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. The related employer match for 2012 was reduced by $6,886 for their portion of the refunded excess contributions. In addition, the appreciation of investments was reduced by $2,494 for the appreciation in assets related to the excess contributions. The combined amount is also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

4. INVESTMENTS

American Funds (an affiliate of Capital Bank and Trust) held the Plan's investment assets and executed investment transactions. Investment options consisted of shares of registered investment companies (mutual funds). The mutual funds are reported at fair value based on the quoted market price of the fund, which represents the net asset value of the shares held by the fund at year-end. Investment purchase and sales transactions are recognized on the trade date (the date the order to buy or sell is executed). Dividends are recorded on the ex-dividend date. Participants in the Plan may choose to invest both the employee's contributions and employer's contributions in the following investment options. Participants may change their investment options daily.

Through December 31, 2012:

The Growth Fund of America	2010 Target Date Retirement Fund
The Income Fund of America	2015 Target Date Retirement Fund
The Bond Fund of America	2020 Target Date Retirement Fund
EuroPacific Growth Fund	2025 Target Date Retirement Fund
Intermediate Bond Fund of America	2030 Target Date Retirement Fund
Capital World Bond Fund	2035 Target Date Retirement Fund
Capital World Growth and Income Fund	2040 Target Date Retirement Fund
SmallCap World Fund	2045 Target Date Retirement Fund
New World Fund	2050 Target Date Retirement Fund

The following presents the fair value of the investments in the Plan. Single investments representing more than 5 percent of the Plan's net assets as of December 31, 2012 and /or 2011 are separately identified.

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

	2012	2011
Investments held by American Funds at fair value:		
The Growth Fund of America	32,018	16,107
Intermediate Bond Fund	46,983	55,178
Capital World Bond Fund	28,577	18,708
2020 Target Date Retirement Fund	41,477	22,587
Money Market Fund	69,553	-
2035 Target Date Retirement Fund	253,571	272,563
	$ 472,179	$ 385,143

5. PROHIBITED TRANSACTIONS

According to Department of Labor Regulation 2510.3-102, all participant contributions are considered to be employee contributions under ERISA and generally constitute Plan assets that should be credited to participant accounts as soon as practicable, but in no event more than the 15th business day following the end of the month in which amounts are contributed by employees or withheld from their wages. If contributions are made untimely, it is considered a non-exempt, prohibited transaction. As of December 31, 2012 and 2011, there were no instances of non-exempt transactions.

6. FAIR VALUE MEASUREMENTS

FASB Statement No. 157, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB Statement No. 157 are described as follows:

Level 1: Quoted prices are available in active markets for identical assets or liabilities;
Level 2: Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or
Level 3: Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flow models or valuations.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

6. FAIR VALUE MEASUREMENTS (continued)

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 with the exception of a change in the type of investments held in the plan.

Registered Investment Funds: Valued at fair market value based on the quoted market price of the mutual fund. Since these assets are valued based on the open market price, they will be classified as level 1 fair value measurements.

Collective Investment Funds: Valued at fair market value of the funds underlying securities. Since interests of the fund cannot be acquired on the open market, these assets will be classified as level 2 fair value measurements.

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

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

	2012 Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Registered Investment Companies	$ 545,920	$ -	$ -

	2011 Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Registered Investment Companies	$ 442,840	$ -	$ -

7. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

Investments, at fair value for the year ended December 31, 2012 and 2011:

	2012	2011
Registered Investment Companies	$545,920	$442,840

Burgers of Beaumont
Employee Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

8. DATE OF TRUSTEES' REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of the Independent Auditors' Report, which the financial statements were available to be issued.

9. RISKS AND UNCERTAINTIES

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

Burgers of Beaumont
Employees Savings Plan
EIN - 76-0386901

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2012

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
American Funds	The Growth Fund of America	$ 32,018
American Funds	The Income Fund of America	8,431
American Funds	The Bond Fund of America	13,006
American Funds	Fundamental Investors Fund	400
American Funds	EuroPacific Growth Fund	5,927
American Funds	Intermediate Bond Fund of America	46,983
American Funds	Capital World Bond Fund	28,577
American Funds	Capital World Growth and Income Fund	917
American Funds	SmallCap World Fund	5,309
American Funds	New World Fund	10,503
American Funds	2010 Target Date Retirement Fund	789
American Funds	2015 Target Date Retirement Fund	4,820
American Funds	2020 Target Date Retirement Fund	41,477
American Funds	2025 Target Date Retirement Fund	6,629
American Funds	2030 Target Date Retirement Fund	4,747
American Funds	2035 Target Date Retirement Fund	253,571
American Funds	2040 Target Date Retirement Fund	8,840
American Funds	2045 Target Date Retirement Fund	2,456
American Funds	2050 Target Date Retirement Fund	486
American Funds	Money Market Fund	69,553
American Funds	Discretionary Forfeiture Account	481
		$ 545,920

Burgers of Beaumont
Employees Savings Plan
EIN - 76-0386901

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2011

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
American Funds	The Growth Fund of America	$ 16,107
American Funds	The Income Fund of America	5,143
American Funds	The Bond Fund of America	7,974
American Funds	Fundamental Investors Fund	386
American Funds	EuroPacific Growth Fund	2,838
American Funds	Intermediate Bond Fund of America	55,178
American Funds	Capital World Bond Fund	18,708
American Funds	Capital World Growth and Income Fund	809
American Funds	SmallCap World Fund	4,403
American Funds	New World Fund	6,872
American Funds	2010 Target Date Retirement Fund	718
American Funds	2015 Target Date Retirement Fund	9,772
American Funds	2020 Target Date Retirement Fund	22,587
American Funds	2025 Target Date Retirement Fund	5,799
American Funds	2030 Target Date Retirement Fund	2,594
American Funds	2035 Target Date Retirement Fund	272,563
American Funds	2040 Target Date Retirement Fund	6,602
American Funds	2045 Target Date Retirement Fund	1,624
American Funds	2050 Target Date Retirement Fund	1,612
American Funds	Discretionary forfeiture account	551
		$ 442,840

Burgers of Beaumont
Employees Savings Plan
EIN - 76-0386901

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2011

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
American Funds	The Growth Fund of America	$ 16,107
American Funds	The Income Fund of America	5,143
American Funds	The Bond Fund of America	7,974
American Funds	Fundamental Investors Fund	386
American Funds	EuroPacific Growth Fund	2,838
American Funds	Intermediate Bond Fund of America	55,178
American Funds	Capital World Bond Fund	18,708
American Funds	Capital World Growth and Income Fund	809
American Funds	SmallCap World Fund	4,403
American Funds	New World Fund	6,872
American Funds	2010 Target Date Retirement Fund	718
American Funds	2015 Target Date Retirement Fund	9,772
American Funds	2020 Target Date Retirement Fund	22,587
American Funds	2025 Target Date Retirement Fund	5,799
American Funds	2030 Target Date Retirement Fund	2,594
American Funds	2035 Target Date Retirement Fund	272,563
American Funds	2040 Target Date Retirement Fund	6,602
American Funds	2045 Target Date Retirement Fund	1,624
American Funds	2050 Target Date Retirement Fund	1,612
American Funds	Discretionary forfeiture account	551
		$ 442,840