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
DON SIMMONS, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

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

DON SIMMONS, INC.

1160 COUNTY RT 66
HORNELL, NY 14843

1160 COUNTY RT 66
HORNELL, NY 14843

2b Employer Identification Number (EIN)
23-1664884

2c Sponsor's telephone number
607-324-4444

2d Business code (see instructions)
441110

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	BRIAN LIDDY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	DONALD SIMMONS
	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

DON SIMMONS, INC.

1160 COUNTY RT 66
HORNELL, NY 14843

3b Administrator's EIN
23-1664884

3c Administrator's telephone number
607-324-4444

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**	207
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**	211
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	221
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	221
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	123
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 3D 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)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
DON SIMMONS, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
23-1664884

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	4713	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(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?
61	PAYING AGENT	0	Yes [X] No [ ]	Yes [X] No [ ]	406	Yes [X] No [ ]

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

LPL FINANCIAL CORPORATION

95-2834236

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	708	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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ INTL VAL A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMCENT INFL ADJ BD A - AMERICAN CEN 44-0619208	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK GLOBAL ALLOC A - BNY MELLON I 760 MOORE ROAD KING OF PRUSSIA, PA 19406	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN A - COLUMBIA MGT INV 04-3156901	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EV FLOATING RATE A - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND VAL PLS IV - ALPS FUND SE 20-3247785	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS S&P 500 INDEX A - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JHANCOCK INCOME A - JOHN HANCOCK SI 04-3101183	0.25%

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS BOND R3 - MFS SERVICE CENTER IN 04-2865649	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS NEW DISCOVERY R3 - MFS SERVICE 04-2865649	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN DIV VALUE A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.35%

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	61	406

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM VOYAGER A - PUTNAM RETAIL MG 04-1223767	---

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
LPL FINANCIAL CORPORATION	55	708

(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	---

(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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
DON SIMMONS, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
23-1664884

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5994	84397
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	311994	336416
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3497577	4109350
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3815565	4530163
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3815565	4530163

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)		
(B) Participants	2a(1)(B)	547162	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		547162
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14002	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14007
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	100601	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		100601
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		372431
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1034201
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	312533	
(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)		312533
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2357
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4713	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4713
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		319603
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		714598
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: DANNIBLE & MCKEE, LLP **(2)** EIN: 33-0996661

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
DON SIMMONS, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
23-1664884

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DON SIMMONS, INC. RETIREMENT PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL SCHEDULE

* * *

DECEMBER 31, 2012 AND 2011

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DANNIBLE & MCKEE, LLP
Certified Public Accountants and Consultants
Financial Plaza, 221 S. Warren St., Syracuse, New York 13202-1628
(315) 472-9127 Fax (315) 472-0026

Independent Auditor's Report

September 16, 2013

To the Participants, Plan Administrator and Trustees of the
Don Simmons, Inc. Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Don Simmons, Inc. Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103.8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Life Insurance Company and Fidelity Management Trust Company, the Custodians of the Plan, except for comparing such information with

the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from September 1, 2011 through December 31, 2012, and that Nationwide Life Insurance Company held the Plan's investment assets and executed investment transactions for the period January 1, 2011 through August 31, 2011. The plan administrator has obtained certifications from the Custodians as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the Custodians 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 Matters - Supplemental Schedule

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedule.

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

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

Dannible & McKee, LLP

Dannible & McKee, LLP
Syracuse, New York

DON SIMMONS, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments at fair value (Notes 1, 2, 3 and 6)	$ 4,193,747	$ 3,503,571
Notes receivable from participants	336,416	311,994
Net assets available for benefits	$ 4,530,163	$ 3,815,565

See accompanying notes to financial statements.

DON SIMMONS, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December, 31	
	2012	2011
Additions in net assets attributed to:-		
Investment income (Notes 3 and 6):		
Net appreciation in fair value of investments	$ 372,431	$ -
Interest and dividends received on investments	100,606	97,043
	473,037	97,043
Interest earned on notes receivable from participants (Notes 1 and 2)	14,002	14,829
Contributions (Note 1):		
Participants	547,162	554,624
Rollover	-	15,077
Total contributions	547,162	569,701
Total additions	1,034,201	681,573
Deductions from net assets attributed to:		
Net depreciation in fair value of investments (Notes 3 and 6)	-	314,453
Benefits paid to participants (Notes 1 and 2)	312,533	152,065
Deemed distributions (Note 1)	2,357	-
Administrative expenses (Notes 2 and 5)	4,713	4,098
Total deductions	319,603	470,616
Net increase	714,598	210,957
Net assets available for benefits:		
Beginning of year	3,815,565	3,604,608
End of year	$ 4,530,163	$ 3,815,565

See accompanying notes to financial statements.

DON SIMMONS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of plan

The following description of the Don Simmons, Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

In September 2011, the Company contracted with Fidelity Management Trust Company to provide investment custodial services and third party administrator services for the Plan. Additionally, the Company adopted a Fidelity Volume Submitter Plan maintained by Fidelity, effective September 1, 2011.

General - The Plan is a defined contribution profit sharing plan under Section 401(a) of the Internal Revenue Code and has a Section 401(k) salary deferral arrangement. All assets acquired under the Plan are the result of employee and employer contributions thereto and all income and other additions thereto are administered, distributed, forfeited or otherwise governed by the provisions of the Plan and the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility - The Plan covers all employees of the Simmons-Rockwell Automotive Group (collectively referred to as the "Company") who have six months of service and are eighteen years of age or older.

Contributions - Participants are allowed to make elective 401(k) salary deferrals up to the maximum amount allowed by the Internal Revenue Code. Participants are allowed to make rollover contributions to the Plan.

The Company may contribute a discretionary matching contribution for each participant equal to a percentage, which will be determined each year by the Company, of the participant's elective contributions. All active and terminated participants employed during the plan year are eligible for the discretionary matching contribution. The Company can also contribute, for each participant, a discretionary profit sharing contribution, which will be determined by the Company. All active participants employed on the last day of the plan year are eligible for discretionary profit sharing contributions. However, participants that were terminated during the plan year are eligible for discretionary profit sharing contributions if they completed more than 500 hours of service. There were no discretionary matching or profit sharing contributions for the years ended December 31, 2012 and 2011.

Participant accounts - Each participant's account is credited with the participant's elective salary deferral contribution, the Company's discretionary matching contributions and an allocation of the Company's discretionary profit sharing contribution, forfeitures of terminated participants' non-vested amounts and plan earnings. Allocations are based on participant compensation or account balances, as defined by the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting - Participants are immediately 100% vested in their elective salary deferral contributions plus actual earnings thereon. Vesting in the remainder of their account balance is based on years of continuous service. A participant is 100% vested in any employer discretionary contributions after six years of credited service.

Investment options - Upon enrollment in the Plan, a participant may direct any portion of their contribution to any of the Plan's investment options. Participants may change their investment options online daily.

Payment of benefits - Upon termination of service due to retirement, disability or death, participants or beneficiaries will be entitled to 100% of their account balance to be paid out as soon as practicable following termination of service. Upon termination of employment for reasons other than those listed above, participants will be entitled to receive only the vested value of their account balance. On termination of service, a participant or beneficiary will receive a lump-sum distribution.

Notes receivable from participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The note will bear a reasonable rate of interest, similar to that which a bank or other professional lender would charge for making a similar note. Interest rates range from 4.25% to 10.25%. The note will be repaid through weekly payroll deductions; however, in no instance may the terms of the repayment be greater than five years, unless the note is used to acquire a personal residence. The note is secured by up to one-half of the vested balance in the participant's account. According to requirements of the program, the plan administrator will consider a note in default if any scheduled payment remains unpaid beyond the last day of the calendar quarter following the calendar quarter in which the participant missed the scheduled payment. Any notes that are in default as defined by the plan document are reported as either deemed distributions or benefit payments (see Note 2).

Deemed distributions - Deemed distributions represent the amount of unpaid principal on notes receivable from participants who are actively employed with the Company and have not continued to make payments on the outstanding notes as required under the program. There were $2,357 of deemed distributions for the year ended December 31, 2012. There were no deemed distributions for the year ended December 31, 2011.

Plan termination - Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their account balances.

Note 2 - Summary of significant accounting policies

Method of accounting - The financial statements of the Plan are prepared on the accrual method of accounting.

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

Risks and uncertainties - The Plan provides for various investment options in any combination of mutual funds, pooled separate accounts, money market funds or other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Valuation of investments and income recognition - Investments are stated at fair market value (see Note 6). All fair market values have been determined by Fidelity Management Trust Company as of December 31, 2012, and Nationwide Life Insurance Company as of December 31, 2011, the Custodians of the Plan (see Note 3). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Economic dependency and concentration of credit risk - Approximately 86% and 90% of the Plan's investments were administered by Fidelity Management Trust Company at December 31, 2012 and 2011, respectively. All of the Plan's investments were held by Fidelity Management Trust Company at December 31, 2012 and 2011. Accordingly, the Plan is dependent upon the financial condition of Fidelity Management Trust Company.

Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Management individually reviews all notes receivable balances that exceed forty-five days from the date of the most recent payment and, based on the assessment of credit worthiness, estimates the portion, if any, of the balance that will not be collected. Currently, there is no valuation allowance recorded; however, management will record an allowance, if and when potentially uncollectible notes receivable from participants become material. If a participant defaults on a note receivable and distribution from the participant account has been made during the plan year because the participant has left the Plan, the defaulted note receivable will be reported as benefits paid to participants on the statements of changes in net assets available for benefits and deducted from the receivable balance.

Excess contributions payable - Excess contributions payable represent excess employee salary deferral contributions owed to certain participants in order to satisfy the relevant nondiscrimination provisions of the Plan. The excess employee contributions ("corrective

distributions") are returned to the effected participants subsequent to year end. Corrective distributions are recorded in the financial statements in the Plan year that the excess contributions are received and are recorded on the Form 5500 in the Plan year that they are paid. There were no corrective distributions for the years ended December 31, 2012 and 2011.

Payment of benefits - Benefits are recorded when paid.

Administrative costs - Administrative costs, including maintaining participant accounts, legal and accounting costs are the obligation of the Plan; however, the plan sponsor has paid or has reimbursed the Plan for such expenses. Costs of managing the investments are paid directly out of the Plan's assets (see Note 5).

Subsequent events - Management has evaluated subsequent events through September 16, 2013, the date that the financial statements were available for issue.

Note 3 - Information certified by the Plan's Custodians

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company has certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate as of December 31, 2012 and 2011, and for the period September 1, 2011 through December 31, 2012. Nationwide Life Insurance Company had certified the Plan's investment assets and investment transactions for the period January 1, 2011 through August 31, 2011. Furthermore, the Plan's independent accountants did not perform auditing procedures with respect to this information except for comparing such information to the related information included in the financial statements and supplemental schedule. Investments that represent 5% or more of the Plan's net assets ($226,508 for 2012 and $190,778 for 2011) are identified below.

	December, 31	
	2012	2011
Registered investment companies (i.e. mutual funds):		
Fidelity Advisor Freedom 2040 Fund - Class A	$ 742,899	$ 686,328
Fidelity Advisor Freedom 2035 Fund - Class A	678,860	565,296
Fidelity Advisor Freedom 2045 Fund - Class A	570,363	439,447
Fidelity Advisor Freedom 2030 Fund - Class A	521,297	524,725
Fidelity Advisor Freedom 2025 Fund - Class A	396,250	330,116
Fidelity Advisor Freedom 2015 Fund - Class A	213,911	205,126
Fidelity Advisor Freedom 2020 Fund - Class A	181,165	201,687
All other registered investment companies	804,605	544,852
Total registered investment companies	4,109,350	3,497,577
Money Market Funds	84,397	5,994
Total investments	$ 4,193,747	$ 3,503,571

The Plan's investment income (loss), including gains and losses on investments bought and sold as well as held during the year and includes interest and dividend income received, is as follows:

	Year ended December, 31	
	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of registered investment companies	$ 372,431	$ (85,083)
Net depreciation in fair value of pooled separate accounts	-	(144,887)
Net depreciation in fair value of self-directed brokerage investments	-	(83,352)
Net depreciation in fair value of guaranteed investment contract	-	(1,131)
Interest received on money market fund	5	-
Interest and dividends received on investments	100,601	97,043
	$ 473,037	$ (217,410)

Note 4 - Tax status of the Plan

Effective September 1, 2011, the Company adopted a Fidelity Volume Submitter Plan, adoption agreement No. 001 with Fidelity Basic Plan Document No. 14. The Internal Revenue Service has ruled that the standardized prototype plan of Fidelity is acceptable under Section 401 of the Internal Revenue Code. The management of the Company and plan administrator are not aware of any matters that would disqualify the Plan. Accordingly, the Plan has been accounted for as tax-exempt.

The Plan has reviewed its operations for uncertain tax positions and believes there are no significant exposures. The Plan will include penalties and interest on income tax liabilities in administrative expenses if such amounts arise. The Plan did not incur any penalties and interest for the years ended December 31, 2012 or 2011. The Plan is no longer subject to regulatory examinations by tax authorities for the closed years before 2009.

Note 5 - Related party transactions

Plan investments were managed by Nationwide Life Insurance Company for the period January 1, 2011 through August 31, 2011, and are currently being managed by Fidelity Management Trust Company from September 1, 2011 through December 31, 2012. Investment fees paid by the Plan for investment management services were included in the net appreciation or depreciation in fair value of investments on the accompanying statements of changes in net assets available for benefits. In addition, Fidelity Management Trust Company is providing recordkeeping and third party administrative services. These transactions qualify as exempt party-in-interest transactions. Custodian and administrative fees paid to Fidelity Management

Trust Company, Nationwide Life Insurance Company, the former custodian, and Security Administrators, Inc., the former third party administrators, totaled $4,713 and $4,098 for the years ended December 31, 2012 and 2011, respectively. The plan sponsor pays any additional administrative fees.

Note 6 - Fair value measurements

The FASB has published authoritative guidance on Fair Value Measurements, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 — Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered Investment Companies (i.e. Mutual Funds) - The Investment portfolios consist of mutual funds, which are valued at the closing price reported on the active market on which the individual security is traded (Level 1).

Money Market Fund - The fund consists of a wide variety of mutual funds. The fund seeks to maintain a net asset value of $1.00 per share by investing in high-quality money market obligations maturing in 399 days or less (Level 2). There were no unfunded commitments or redemption restrictions on this investment.

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:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Growth funds	$ 3,489,488	$ -	$ -	$ 3,489,488
Bond funds	160,141	-	-	160,141
Large cap funds	141,925	-	-	141,925
International funds	116,880	-	-	116,880
Mid cap funds	88,145	-	-	88,145
Real return funds	62,133	-	-	62,133
Small cap funds	30,562	-	-	30,562
Equity funds	20,076	-	-	20,076
Total registered investment companies	4,109,350	-	-	4,109,350
Money market fund	-	84,397	-	84,397
Total assets at fair value	$ 4,109,350	$ 84,397	$ -	$ 4,193,747

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Growth funds	$ 3,118,691	$ -	$ -	$ 3,118,691
Bond funds	118,167	-	-	118,167
Large cap funds	68,392	-	-	68,392
International funds	55,374	-	-	55,374
Real return funds	45,125	-	-	45,125
Mid cap funds	44,396	-	-	44,396
Equity funds	24,991	-	-	24,991
Small cap funds	22,441	-	-	22,441
Total registered investment companies	3,497,577	-	-	3,497,577
Money market fund	-	5,994	-	5,994
Total assets at fair value	$ 3,497,577	$ 5,994	$ -	$ 3,503,571

SUPPLEMENTAL SCHEDULE

DON SIMMONS, INC. RETIREMENT PLAN

EIN #23-1664884

PLAN #001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(Required Disclosure of Schedule H, Line 4i on Form 5500)

DECEMBER 31, 2012

(a)	(b) Identity of issuer borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Registered Investment Companies		
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund - Class A	**	$ 742,899
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund - Class A	**	678,860
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund - Class A	**	570,363
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund - Class A	**	521,297
*	Fidelity Investments	Fidelity Advisor Freedom 2025 Fund - Class A	**	396,250
*	Fidelity Investments	Fidelity Advisor Freedom 2015 Fund - Class A	**	213,911
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund - Class A	**	181,165
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund - Class A	**	130,659
*	Fidelity Investments	Fidelity Prime Fund - Daily Money Class	**	84,397
	Oppenheimer Funds	Oppenheimer Development Markets Fund - Class A	**	74,823
	Columbia Wanger Asset Management	Columbia Acorn Fund - Class A	**	71,567
	PIMCO Funds	PIMCO Real Return Fund - Class A	**	62,133
	Putnam Investment Management	Putnam Voyager Fund - Class A	**	59,555
	JPMorgan Investments	JP Morgan High Yield Bond - Class A	**	54,698
*	Fidelity Investments	Fidelity Advisor Freedom 2010 Fund - Class A	**	50,936
	John Hancock Investments	John Hancock Income Fund - Class A	**	46,314
	PIMCO Funds	PIMCO Low Duration Fund - Class A	**	46,231
*	Fidelity Investments	Invesco S&P 500 Index - Class A	**	42,064
	Nuveen Fund Advisors	Nuveen Dividend Value Fund - Class A	**	37,744
	Oppenheimer Funds	Oppenheimer International Growth Fund - Class A	**	29,668
*	Massachusetts Financial Services	MFS New Discovery Fund - Class A	**	23,786
*	Fidelity Investments	Fidelity Advisor Global Commodity Stock Fund - Class A	**	20,076
*	Fidelity Investments	Fidelity Advisor Mid Cap Value Fund - Class A	**	16,579
	Massachusetts Financial Services	MFS Bond Fund - Class A	**	12,898
	Allianz	Allianz NFJ International Value Fund - Class A	**	12,304
	Heartland Advisors	Heartland Value Plus - Class A	**	6,776
*	Fidelity Investments	Fidelity Advisor Dividend Growth Fund - Class A	**	2,561
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund - Class A	**	3,148
	Global Allocation Fund	Blackrock Global Allocation Fund - Class A	**	85
		Participant Loans		
*	Participant loans	Rates range from 4.25% to 10.25%	**	336,416
				$ 4,530,163

* Party-in-interest to the Plan

** Cost omitted for participant directed investments

DON SIMMONS, INC. RETIREMENT PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL SCHEDULE

* * *

DECEMBER 31, 2012 AND 2011

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DANNIBLE & MCKEE, LLP
Certified Public Accountants and Consultants
Financial Plaza, 221 S. Warren St., Syracuse, New York 13202-1628
(315) 472-9127 Fax (315) 472-0026

Independent Auditor's Report

September 16, 2013

To the Participants, Plan Administrator and Trustees of the
Don Simmons, Inc. Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Don Simmons, Inc. Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103.8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Life Insurance Company and Fidelity Management Trust Company, the Custodians of the Plan, except for comparing such information with

the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from September 1, 2011 through December 31, 2012, and that Nationwide Life Insurance Company held the Plan's investment assets and executed investment transactions for the period January 1, 2011 through August 31, 2011. The plan administrator has obtained certifications from the Custodians as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the Custodians 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 Matters - Supplemental Schedule

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedule.

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

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

Dannible & McKee, LLP

Dannible & McKee, LLP
Syracuse, New York

DON SIMMONS, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments at fair value (Notes 1, 2, 3 and 6)	$ 4,193,747	$ 3,503,571
Notes receivable from participants	336,416	311,994
Net assets available for benefits	$ 4,530,163	$ 3,815,565

See accompanying notes to financial statements.

DON SIMMONS, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December, 31	
	2012	2011
Additions in net assets attributed to:-		
Investment income (Notes 3 and 6):		
Net appreciation in fair value of investments	$ 372,431	$ -
Interest and dividends received on investments	100,606	97,043
	473,037	97,043
Interest earned on notes receivable from participants (Notes 1 and 2)	14,002	14,829
Contributions (Note 1):		
Participants	547,162	554,624
Rollover	-	15,077
Total contributions	547,162	569,701
Total additions	1,034,201	681,573
Deductions from net assets attributed to:		
Net depreciation in fair value of investments (Notes 3 and 6)	-	314,453
Benefits paid to participants (Notes 1 and 2)	312,533	152,065
Deemed distributions (Note 1)	2,357	-
Administrative expenses (Notes 2 and 5)	4,713	4,098
Total deductions	319,603	470,616
Net increase	714,598	210,957
Net assets available for benefits:		
Beginning of year	3,815,565	3,604,608
End of year	$ 4,530,163	$ 3,815,565

See accompanying notes to financial statements.

DON SIMMONS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of plan

The following description of the Don Simmons, Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

In September 2011, the Company contracted with Fidelity Management Trust Company to provide investment custodial services and third party administrator services for the Plan. Additionally, the Company adopted a Fidelity Volume Submitter Plan maintained by Fidelity, effective September 1, 2011.

General - The Plan is a defined contribution profit sharing plan under Section 401(a) of the Internal Revenue Code and has a Section 401(k) salary deferral arrangement. All assets acquired under the Plan are the result of employee and employer contributions thereto and all income and other additions thereto are administered, distributed, forfeited or otherwise governed by the provisions of the Plan and the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility - The Plan covers all employees of the Simmons-Rockwell Automotive Group (collectively referred to as the "Company") who have six months of service and are eighteen years of age or older.

Contributions - Participants are allowed to make elective 401(k) salary deferrals up to the maximum amount allowed by the Internal Revenue Code. Participants are allowed to make rollover contributions to the Plan.

The Company may contribute a discretionary matching contribution for each participant equal to a percentage, which will be determined each year by the Company, of the participant's elective contributions. All active and terminated participants employed during the plan year are eligible for the discretionary matching contribution. The Company can also contribute, for each participant, a discretionary profit sharing contribution, which will be determined by the Company. All active participants employed on the last day of the plan year are eligible for discretionary profit sharing contributions. However, participants that were terminated during the plan year are eligible for discretionary profit sharing contributions if they completed more than 500 hours of service. There were no discretionary matching or profit sharing contributions for the years ended December 31, 2012 and 2011.

Participant accounts - Each participant's account is credited with the participant's elective salary deferral contribution, the Company's discretionary matching contributions and an allocation of the Company's discretionary profit sharing contribution, forfeitures of terminated participants' non-vested amounts and plan earnings. Allocations are based on participant compensation or account balances, as defined by the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting - Participants are immediately 100% vested in their elective salary deferral contributions plus actual earnings thereon. Vesting in the remainder of their account balance is based on years of continuous service. A participant is 100% vested in any employer discretionary contributions after six years of credited service.

Investment options - Upon enrollment in the Plan, a participant may direct any portion of their contribution to any of the Plan's investment options. Participants may change their investment options online daily.

Payment of benefits - Upon termination of service due to retirement, disability or death, participants or beneficiaries will be entitled to 100% of their account balance to be paid out as soon as practicable following termination of service. Upon termination of employment for reasons other than those listed above, participants will be entitled to receive only the vested value of their account balance. On termination of service, a participant or beneficiary will receive a lump-sum distribution.

Notes receivable from participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The note will bear a reasonable rate of interest, similar to that which a bank or other professional lender would charge for making a similar note. Interest rates range from 4.25% to 10.25%. The note will be repaid through weekly payroll deductions; however, in no instance may the terms of the repayment be greater than five years, unless the note is used to acquire a personal residence. The note is secured by up to one-half of the vested balance in the participant's account. According to requirements of the program, the plan administrator will consider a note in default if any scheduled payment remains unpaid beyond the last day of the calendar quarter following the calendar quarter in which the participant missed the scheduled payment. Any notes that are in default as defined by the plan document are reported as either deemed distributions or benefit payments (see Note 2).

Deemed distributions - Deemed distributions represent the amount of unpaid principal on notes receivable from participants who are actively employed with the Company and have not continued to make payments on the outstanding notes as required under the program. There were $2,357 of deemed distributions for the year ended December 31, 2012. There were no deemed distributions for the year ended December 31, 2011.

Plan termination - Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their account balances.

Note 2 - Summary of significant accounting policies

Method of accounting - The financial statements of the Plan are prepared on the accrual method of accounting.

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

Risks and uncertainties - The Plan provides for various investment options in any combination of mutual funds, pooled separate accounts, money market funds or other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Valuation of investments and income recognition - Investments are stated at fair market value (see Note 6). All fair market values have been determined by Fidelity Management Trust Company as of December 31, 2012, and Nationwide Life Insurance Company as of December 31, 2011, the Custodians of the Plan (see Note 3). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Economic dependency and concentration of credit risk - Approximately 86% and 90% of the Plan's investments were administered by Fidelity Management Trust Company at December 31, 2012 and 2011, respectively. All of the Plan's investments were held by Fidelity Management Trust Company at December 31, 2012 and 2011. Accordingly, the Plan is dependent upon the financial condition of Fidelity Management Trust Company.

Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Management individually reviews all notes receivable balances that exceed forty-five days from the date of the most recent payment and, based on the assessment of credit worthiness, estimates the portion, if any, of the balance that will not be collected. Currently, there is no valuation allowance recorded; however, management will record an allowance, if and when potentially uncollectible notes receivable from participants become material. If a participant defaults on a note receivable and distribution from the participant account has been made during the plan year because the participant has left the Plan, the defaulted note receivable will be reported as benefits paid to participants on the statements of changes in net assets available for benefits and deducted from the receivable balance.

Excess contributions payable - Excess contributions payable represent excess employee salary deferral contributions owed to certain participants in order to satisfy the relevant nondiscrimination provisions of the Plan. The excess employee contributions ("corrective

distributions") are returned to the effected participants subsequent to year end. Corrective distributions are recorded in the financial statements in the Plan year that the excess contributions are received and are recorded on the Form 5500 in the Plan year that they are paid. There were no corrective distributions for the years ended December 31, 2012 and 2011.

Payment of benefits - Benefits are recorded when paid.

Administrative costs - Administrative costs, including maintaining participant accounts, legal and accounting costs are the obligation of the Plan; however, the plan sponsor has paid or has reimbursed the Plan for such expenses. Costs of managing the investments are paid directly out of the Plan's assets (see Note 5).

Subsequent events - Management has evaluated subsequent events through September 16, 2013, the date that the financial statements were available for issue.

Note 3 - Information certified by the Plan's Custodians

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company has certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate as of December 31, 2012 and 2011, and for the period September 1, 2011 through December 31, 2012. Nationwide Life Insurance Company had certified the Plan's investment assets and investment transactions for the period January 1, 2011 through August 31, 2011. Furthermore, the Plan's independent accountants did not perform auditing procedures with respect to this information except for comparing such information to the related information included in the financial statements and supplemental schedule. Investments that represent 5% or more of the Plan's net assets ($226,508 for 2012 and $190,778 for 2011) are identified below.

	December, 31	
	2012	2011
Registered investment companies (i.e. mutual funds):		
Fidelity Advisor Freedom 2040 Fund - Class A	$ 742,899	$ 686,328
Fidelity Advisor Freedom 2035 Fund - Class A	678,860	565,296
Fidelity Advisor Freedom 2045 Fund - Class A	570,363	439,447
Fidelity Advisor Freedom 2030 Fund - Class A	521,297	524,725
Fidelity Advisor Freedom 2025 Fund - Class A	396,250	330,116
Fidelity Advisor Freedom 2015 Fund - Class A	213,911	205,126
Fidelity Advisor Freedom 2020 Fund - Class A	181,165	201,687
All other registered investment companies	804,605	544,852
Total registered investment companies	4,109,350	3,497,577
Money Market Funds	84,397	5,994
Total investments	$ 4,193,747	$ 3,503,571

The Plan's investment income (loss), including gains and losses on investments bought and sold as well as held during the year and includes interest and dividend income received, is as follows:

	Year ended December, 31	
	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of registered investment companies	$ 372,431	$ (85,083)
Net depreciation in fair value of pooled separate accounts	-	(144,887)
Net depreciation in fair value of self-directed brokerage investments	-	(83,352)
Net depreciation in fair value of guaranteed investment contract	-	(1,131)
Interest received on money market fund	5	-
Interest and dividends received on investments	100,601	97,043
	$ 473,037	$ (217,410)

Note 4 - Tax status of the Plan

Effective September 1, 2011, the Company adopted a Fidelity Volume Submitter Plan, adoption agreement No. 001 with Fidelity Basic Plan Document No. 14. The Internal Revenue Service has ruled that the standardized prototype plan of Fidelity is acceptable under Section 401 of the Internal Revenue Code. The management of the Company and plan administrator are not aware of any matters that would disqualify the Plan. Accordingly, the Plan has been accounted for as tax-exempt.

The Plan has reviewed its operations for uncertain tax positions and believes there are no significant exposures. The Plan will include penalties and interest on income tax liabilities in administrative expenses if such amounts arise. The Plan did not incur any penalties and interest for the years ended December 31, 2012 or 2011. The Plan is no longer subject to regulatory examinations by tax authorities for the closed years before 2009.

Note 5 - Related party transactions

Plan investments were managed by Nationwide Life Insurance Company for the period January 1, 2011 through August 31, 2011, and are currently being managed by Fidelity Management Trust Company from September 1, 2011 through December 31, 2012. Investment fees paid by the Plan for investment management services were included in the net appreciation or depreciation in fair value of investments on the accompanying statements of changes in net assets available for benefits. In addition, Fidelity Management Trust Company is providing recordkeeping and third party administrative services. These transactions qualify as exempt party-in-interest transactions. Custodian and administrative fees paid to Fidelity Management

Trust Company, Nationwide Life Insurance Company, the former custodian, and Security Administrators, Inc., the former third party administrators, totaled $4,713 and $4,098 for the years ended December 31, 2012 and 2011, respectively. The plan sponsor pays any additional administrative fees.

Note 6 - Fair value measurements

The FASB has published authoritative guidance on Fair Value Measurements, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 — Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered Investment Companies (i.e. Mutual Funds) - The Investment portfolios consist of mutual funds, which are valued at the closing price reported on the active market on which the individual security is traded (Level 1).

Money Market Fund - The fund consists of a wide variety of mutual funds. The fund seeks to maintain a net asset value of $1.00 per share by investing in high-quality money market obligations maturing in 399 days or less (Level 2). There were no unfunded commitments or redemption restrictions on this investment.

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:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Growth funds	$ 3,489,488	$ -	$ -	$ 3,489,488
Bond funds	160,141	-	-	160,141
Large cap funds	141,925	-	-	141,925
International funds	116,880	-	-	116,880
Mid cap funds	88,145	-	-	88,145
Real return funds	62,133	-	-	62,133
Small cap funds	30,562	-	-	30,562
Equity funds	20,076	-	-	20,076
Total registered investment companies	4,109,350	-	-	4,109,350
Money market fund	-	84,397	-	84,397
Total assets at fair value	$ 4,109,350	$ 84,397	$ -	$ 4,193,747

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Growth funds	$ 3,118,691	$ -	$ -	$ 3,118,691
Bond funds	118,167	-	-	118,167
Large cap funds	68,392	-	-	68,392
International funds	55,374	-	-	55,374
Real return funds	45,125	-	-	45,125
Mid cap funds	44,396	-	-	44,396
Equity funds	24,991	-	-	24,991
Small cap funds	22,441	-	-	22,441
Total registered investment companies	3,497,577	-	-	3,497,577
Money market fund	-	5,994	-	5,994
Total assets at fair value	$ 3,497,577	$ 5,994	$ -	$ 3,503,571

SUPPLEMENTAL SCHEDULE

DON SIMMONS, INC. RETIREMENT PLAN

EIN #23-1664884

PLAN #001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(Required Disclosure of Schedule H, Line 4i on Form 5500)

DECEMBER 31, 2012

(a)	(b) Identity of issuer borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Registered Investment Companies		
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund - Class A	**	$ 742,899
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund - Class A	**	678,860
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund - Class A	**	570,363
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund - Class A	**	521,297
*	Fidelity Investments	Fidelity Advisor Freedom 2025 Fund - Class A	**	396,250
*	Fidelity Investments	Fidelity Advisor Freedom 2015 Fund - Class A	**	213,911
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund - Class A	**	181,165
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund - Class A	**	130,659
*	Fidelity Investments	Fidelity Prime Fund - Daily Money Class	**	84,397
	Oppenheimer Funds	Oppenheimer Development Markets Fund - Class A	**	74,823
	Columbia Wanger Asset Management	Columbia Acorn Fund - Class A	**	71,567
	PIMCO Funds	PIMCO Real Return Fund - Class A	**	62,133
	Putnam Investment Management	Putnam Voyager Fund - Class A	**	59,555
	JPMorgan Investments	JP Morgan High Yield Bond - Class A	**	54,698
*	Fidelity Investments	Fidelity Advisor Freedom 2010 Fund - Class A	**	50,936
	John Hancock Investments	John Hancock Income Fund - Class A	**	46,314
	PIMCO Funds	PIMCO Low Duration Fund - Class A	**	46,231
*	Fidelity Investments	Invesco S&P 500 Index - Class A	**	42,064
	Nuveen Fund Advisors	Nuveen Dividend Value Fund - Class A	**	37,744
	Oppenheimer Funds	Oppenheimer International Growth Fund - Class A	**	29,668
*	Massachusetts Financial Services	MFS New Discovery Fund - Class A	**	23,786
*	Fidelity Investments	Fidelity Advisor Global Commodity Stock Fund - Class A	**	20,076
*	Fidelity Investments	Fidelity Advisor Mid Cap Value Fund - Class A	**	16,579
	Massachusetts Financial Services	MFS Bond Fund - Class A	**	12,898
	Allianz	Allianz NFJ International Value Fund - Class A	**	12,304
	Heartland Advisors	Heartland Value Plus - Class A	**	6,776
*	Fidelity Investments	Fidelity Advisor Dividend Growth Fund - Class A	**	2,561
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund - Class A	**	3,148
	Global Allocation Fund	Blackrock Global Allocation Fund - Class A	**	85
		Participant Loans		
*	Participant loans	Rates range from 4.25% to 10.25%	**	336,416
				$ 4,530,163

* Party-in-interest to the Plan

** Cost omitted for participant directed investments