# 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
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 08/01/1990

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

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS DBA HOLIDAY QUALITY

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

**2b** Employer Identification Number (EIN)
68-0173691

**2c** Sponsor's telephone number
530-347-4621

**2d** Business code (see instructions)
445110

**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 | RICHARD E MORGAN JR |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/08/2013 | RICHARD E MORGAN JR |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 580 |
| **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** | 488 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 41 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 529 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 529 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 239 |
| **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 2J 2K 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS DBA HOLIDAY QUALITY

**D** Employer Identification Number (EIN)
68-0173691

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ASSOCIATED PENSION CONSULTANTS

PO BOX 1282
CHICO, CA 95927-0000

94-2456320

| (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? |
|---|---|---|---|---|---|---|
| 10 | NONE | 16596 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

NEIL & LEIDHOLDT AN ACCOUNTANCY CO

PO BOX 492416
REDDING, CA 96049-0000

68-0142874

| (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? |
|---|---|---|---|---|---|---|
| 10 | NONE | 18975 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS DBA HOLIDAY QUALITY

**D** Employer Identification Number (EIN)
68-0173691

## 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 | 11754 | 12871 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | 15774 | |
| **(3)** Other | 1b(3) | | 18928 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 214214 | 218000 |
| **(2)** U.S. Government securities | 1c(2) | 20334 | 16991 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | 402160 | 432308 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 5904 | 8649 |
| **(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) | | |
| **(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) | 7533017 | 7841446 |
| **(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 | 8203157 | 8549193 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | 270 | 270 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 270 | 270 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 8202887 | 8548923 |

## 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) | 403583 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 1157 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 404740 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 18117 | |
| **(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) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 18117 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | 15948 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 15948 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 3153452 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 2935535 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 217917 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | 61665 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 61665 |

| | | (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) | | 752670 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1471057 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1089447 | |
| (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) | | 1089447 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 35571 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | 3 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 35574 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1125021 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 346036 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: NEIL & LEIDHOLT AN ACCT CORP **(2)** EIN: 68-0142874

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

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

## Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS DBA HOLIDAY QUALITY

**D** Employer Identification Number (EIN)
68-0173691

## 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): 68-0224679

**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):

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN

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FINANCIAL STATEMENTS
December 31, 2012 and 2011

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NEAL & LEIDHOLDT
*An Accountancy Corporation*

PO Box 492416 • Redding, CA 96049-2416
448 Redcliff Drive • Redding, CA 96002
(530) 221-7770 • Fax (530) 223-1868

# INDEPENDENT AUDITOR'S REPORT

TO THE ADMINISTRATIVE COMMITTEE OF
NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN
Cottonwood, California

We have audited the accompanying statements of net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes at end of year, and financial transactions nonexempt transactions, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

NEAL & LEIDHOLDT, AN
ACCOUNTANCY CORPORATION

Neal & Leidholdt

October 4, 2013

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

| | 2012 | 2011 |
|---|---|---|
| CASH (Note 4) | $ 230,871 | $ 33,694 |
| INVESTMENTS, AT FAIR VALUE (Note 5) | 8,299,394 | 8,153,689 |
| RECEIVABLES: | | |
| Participants' contributions | 0 | 15,774 |
| Other receivables | 18,928 | 0 |
| Total Assets | 8,549,193 | 8,203,157 |
| PAYABLES: | | |
| Refund overfunded contribution | 270 | 270 |
| Total Liabilities | 270 | 270 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 8,548,923 | $ 8,202,887 |

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 401(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012 and 2011

| | 2012 | 2011 |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| INVESTMENT INCOME: | | |
| Interest and dividends | $ 243,425 | $ 309,179 |
| Net appreciation in fair value of investments (Note 5) | 822,891 | 0 |
| Other income | 1,157 | 0 |
| TOTAL INVESTMENT INCOME | 1,067,473 | 309,179 |
| CONTRIBUTIONS: | | |
| Participants | 403,583 | 458,767 |
| TOTAL CONTRIBUTIONS | 403,583 | 458,767 |
| TOTAL ADDITIONS | 1,471,056 | 767,946 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Net depreciation in fair value of investments (Note 5) | 0 | 781,330 |
| Benefits paid to participants | 1,089,446 | 447,804 |
| Administrative expense | 35,574 | 30,175 |
| TOTAL DEDUCTIONS | 1,125,020 | 1,259,309 |
| NET INCREASE (DECREASE) | 346,036 | ( 491,363 ) |
| NET ASSETS AVAILABLE FOR BENEFITS, Beginning of period | 8,202,887 | 8,694,250 |
| END OF YEAR | $ 8,548,923 | $ 8,202,887 |

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

## NOTE 1. DESCRIPTION OF PLAN

The following description of the North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan provides only general information. Participants should refer to the Plan's agreement for a more complete description of the Plan's provisions.

a. GENERAL. The Plan is a defined contribution plan covering substantially all employees of the Company who have one year of prior grocery experience, are age twenty-one or older, and work at least 1,000 hours per year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. CONTRIBUTIONS. Each year, the Company may contribute a discretionary matching contribution and discretionary profit sharing contribution to the Plan. Participants may contribute up to the maximum amount set by law per IRS code section 402g. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

c. PARTICIPANTS' ACCOUNTS. Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and an allocation of: (1) Plan earnings, and (2) forfeitures of terminated participant's non-vested accounts and charged with allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. VESTING. Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is 100% vested after six years of credited service.

e. PAYMENT OF BENEFITS. On termination of service, a participant shall receive a lump-sum amount equal to the value of his or her account, or monthly, quarterly or annual installments over a period of not more than the participants assumed life expectancy.

f. FORFEITED ACCOUNTS. At December 31, 2012 and 2011, forfeiture non-vested accounts totaled $0 and $936, respectively. These accounts will be allocated to participants based on participants' 401(k) contributions. In addition; in the years ended December 31, 2012 and 2011, $1 and $548, respectively, was allocated to participants from forfeited non-vested accounts.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING. The financial statements of the Plan are prepared on the accrual basis of accounting.

DATE OF MANAGEMENT'S REVIEW. Subsequent events were evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

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

INVESTMENT VALUATION AND INCOME RECOGNITION. The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

PAYMENT OF BENEFITS. Benefits are recorded when paid.

OPERATING EXPENSES. All expenses of maintaining the Plan are paid by the Plan.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the plan

*Level 1 Fair Value Measurements*

The fair value of mutual funds and unit investment trusts are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of certificates of deposit, common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

NOTE 3. FAIR VALUE MEASUREMENTS, Cont'd

The following tables set forth, by level within the fair value hierarchy, the plan's investments at fair value as of December 31, 2012 and 2011:

| | | Fair Value Measurements at the End of the Reporting Period Using: | |
|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |
| December 31, 2012 | | | |
| Mutual funds | $ 4,009,139 | $ 4,009,139 | $ 0 |
| Common stocks | 8,544 | 8,544 | 0 |
| Corporate bonds | 432,413 | 432,413 | 0 |
| U.S. government securities | 16,991 | 16,991 | 0 |
| Unit investment trusts | 3,832,307 | 3,832,307 | 0 |
| Certificates of deposit | 195,399 | 195,399 | 0 |
| Cash | 35,472 | 35,472 | 0 |
| Total Assets at Fair Value | $ 8,530,265 | $ 8,530,265 | $ 0 |
| December 31, 2011 | | | |
| Mutual funds | $ 3,491,619 | $ 3,491,619 | $ 0 |
| Common stocks | 5,767 | 5,767 | 0 |
| Corporate bonds | 402,297 | 402,297 | 0 |
| U.S. government securities | 20,334 | 20,334 | 0 |
| Unit investment trusts | 4,041,398 | 4,041,398 | 0 |
| Certificates of deposit | 192,274 | 192,274 | 0 |
| Cash | 33,694 | 33,694 | 0 |
| Total Assets at Fair Value | $ 8,187,383 | $ 8,187,383 | $ 0 |

NOTE 4. CASH

Cash consists of money market, and checking accounts. Cash includes $0 and $0, which is in excess of federally insured limits at December 31, 2012 and 2011, respectively.

NOTE 5. INVESTMENTS

All investments in the Plan are non-participant directed. The following table presents the fair values of investments at December 31, 2012 and 2011. Investments that represent 5% or more of the Plan's net assets are separately identified.

| | 2012 | 2011 |
|---|---|---|
| Investments at Fair Value as Determined by Quoted Market Price: | | |
| Aim Invesco Equity and Income Fund: 70,554 and 69,218 shares, respectively | $ 648,387 | $ 575,895 |
| Other Mutual Funds | 3,360,752 | 2,915,723 |
| Common Stock | 8,544 | 5,767 |
| Barclays Bank PLC | 432,308 | 402,160 |
| Other Corporate Bonds | 105 | 137 |
| U.S. Government Securities | 16,991 | 20,334 |
| Certificates of Deposit | 195,399 | 192,274 |
| Unit Investment Trusts | 3,832,307 | 4,041,398 |
| TOTAL INVESTMENTS AT FAIR VALUE | $ 8,494,793 | $ 8,153,688 |

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value by $822,891 and depreciated in value by $781,330 respectively, detailed for the year ended December 31, 2012 and 2011 as follows:

| | 2012 | 2011 |
|---|---|---|
| Mutual Funds | $ 421,747 | $ ( 396,286 ) |
| Certificates of Deposit | ( 875 ) | ( 7,649 ) |
| Common Stock | 2,777 | 396 |
| Corporate Bonds | 62,922 | 1,995 |
| U.S. Government Equities | ( 3,343 ) | ( 4,644 ) |
| Miscellaneous Equities | 339,663 | ( 375,142 ) |
| TOTAL (DEPRECIATION) APPRECIATION | $ 822,891 | $ ( 781,330 ) |

NOTE 6. PLAN TERMINATION

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

NOTE 7. BENEFITS PAYABLE

At the period-end, amounts were due to participants that no longer worked for the Company. Participants who have terminated service are to receive their vested amounts. At December 31, 2012 and 2011, $1,210,898 and $729,726, respectively was due to terminated employees.

NOTE 8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 2, 1996, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore believe that the Plan is qualified and the related trust is tax-exempt.

NOTE 9. RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2012 through December 31, 2012
Three-digit Plan Number 001
E.I.N. #68-0173691

| A | B | C | D | E |
|---|---|---|---|---|
| | Identity of issue, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current Value |
| | | | | |
| | AMERICAN HOUSING TRUST | 8.3% 12/25/18 | 199 | 105 |
| | BARCLAY'S BANK PLC | MID TERM NOTE | 370,000 | 432,308 |
| | FHLMC | 6.5% 10-15-23 | 12,461 | 15,630 |
| | FHLMC | 7.0% 3-15-22 | 1,070 | 1,361 |
| | STIFEL NICOLAUS | CASH FUND/MONEY MARKET | 17,455 | 17,455 |
| | PREMIER WEST | CHECKING | 12,871 | 12,871 |
| | EDWARD JONES | MONEY MARKET | 5,146 | 5,146 |
| | NORTH VALLEY BANCORP | COMMON STOCK | 37,538 | 8,544 |
| | NORTEL NETWORKS CORP | COMMON STOCK | - | 0 |
| | AMERICAN EXP BANK CD 3.5 | CERTIFICATES OF DEPOSIT | 2,115 | 2,047 |
| | AMERICAN EXP BANK CD 3.55 | CERTIFICATES OF DEPOSIT | 7,394 | 7,207 |
| | AMERICAN EXP CENTURION 4.8 | CERTIFICATES OF DEPOSIT | 6,494 | 6,183 |
| | AMERICAN EXP CENTURION 3.35 | CERTIFICATES OF DEPOSIT | 3,156 | 3,066 |
| | AMERICAN EXP CENTURION 2.3 | CERTIFICATES OF DEPOSIT | 4,080 | 4,054 |
| | BARCLAYS BANK 2.7 | CERTIFICATES OF DEPOSIT | 4,115 | 4,068 |
| | BMW BANK OF NORTH AMER 3.55 | CERTIFICATES OF DEPOSIT | 8,452 | 8,236 |
| | BYRON CENTER ST BANK 4.85 | CERTIFICATES OF DEPOSIT | 7,455 | 7,025 |
| | CAPITAL ONE BANK 4.85 | CERTIFICATES OF DEPOSIT | 16,581 | 15,593 |
| | CITIZENS BANK 1.35 | CERTIFICATES OF DEPOSIT | 9,103 | 9,005 |
| | DISCOVER BANK 5.00 | CERTIFICATES OF DEPOSIT | 5,607 | 5,200 |
| | DISCOVER BANK 5.15 | CERTIFICATES OF DEPOSIT | 7,707 | 7,319 |
| | DISCOVER BANK 4.75 | CERTIFICATES OF DEPOSIT | 8,766 | 8,300 |
| | DISCOVER BANK 4.75 | CERTIFICATES OF DEPOSIT | 4,450 | 4,150 |
| | DISCOVER BANK 5.00 | CERTIFICATES OF DEPOSIT | 20,553 | 19,389 |
| | FORTUNEBANK 2.70 | CERTIFICATES OF DEPOSIT | 3,100 | 3,029 |
| | GE CAPITAL BANK 1.35 | CERTIFICATES OF DEPOSIT | 28,000 | 27,958 |
| | GOLDMAN SACHS BANK USA 4.2 | CERTIFICATES OF DEPOSIT | 7,592 | 7,231 |
| | GOLDMAN SACHS BANK USA 3.50 | CERTIFICATES OF DEPOSIT | 1,050 | 1,024 |
| | GOLDMAN SACHS BANK USA 1.40 | CERTIFICATES OF DEPOSIT | 28,000 | 28,028 |
| | MORGAN STANLEY BANK 3.50 | CERTIFICATES OF DEPOSIT | 8,441 | 8,179 |
| | NORTH SALEM STATE BANK 4.75 | CERTIFICATES OF DEPOSIT | 1,109 | 1,038 |
| | SALLIE MAI BANK 3.15 | CERTIFICATES OF DEPOSIT | 6,210 | 6,012 |
| | SOUTHWEST BANK OF ST LOUIS 5.00 | CERTIFICATES OF DEPOSIT | 1,103 | 1,042 |
| | WACHOVIA BANK 5.00 | CERTIFICATES OF DEPOSIT | 1,079 | 1,018 |
| | CAPITAL WORLD GRTH | MUTUAL FUND | 255,643 | 368,020 |
| | DREYFUS GREATER CHINA FUND | MUTUAL FUND | 88,123 | 84,188 |
| | EATON VANCE HLTH-SCIN | MUTUAL FUND | 147,545 | 133,666 |
| | EUROPACIFIC GROWTH FUND | MUTUAL FUND | 27,510 | 38,785 |
| | FUNDAMENTAL INVESTORS INC. | MUTUAL FUND | 105,114 | 136,757 |
| | GOLDMAN SACHS TOLLKEEPER | MUTUAL FUND | 65,421 | 94,307 |
| | GOLDMAN SACHS BRIC FUND | MUTUAL FUND | 118,286 | 114,992 |
| | GROWTH FUND OF AMER | MUTUAL FUND | 180,738 | 291,284 |
| | NEW PERSPECTIVE | MUTUAL FUND | 249,979 | 363,667 |
| | RS EMERGING MKTS | MUTUAL FUND | 107,080 | 125,842 |
| | PIONEER MID-CAP VALUE FUND | MUTUAL FUND | 194,071 | 162,496 |
| | PIONEER SERIES TRUST OAK RIDGE SMALL C | MUTUAL FUND | 161,099 | 211,036 |
| | PIONEER SMALL CAP VL FD | MUTUAL FUND | 113,698 | 116,186 |
| | PRIN FUND GLOBAL DIVERS | MUTUAL FUND | 370,845 | 391,400 |

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
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| A | B | C | D | E |
|---|---|---|---|---|
| | Identity of issue, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current Value |
| | | | | |
| | PRIN FUND HIGH YIELD FND | MUTUAL FUND | 300,818 | 300,502 |
| | PRIN FUND INCOME FUND | MUTUAL FUND | 335,030 | 343,778 |
| | SUNAMERICA STYLE SELECT | MUTUAL FUND | 94,859 | 83,845 |
| | AIM INVESCO EQUITY & INCOME FUND | MUTUAL FUND | 597,471 | 648,387 |
| | FT DOW TARGET #3770 | UNIT INVESTMENT TRUST | 86,894 | 83,218 |
| | FT EMERGING MRKTS #3765 | UNIT INVESTMENT TRUST | 84,432 | 86,064 |
| | FT ENERGY SELECT SER 40 #3169 | UNIT INVESTMENT TRUST | 142,731 | 133,774 |
| | FT EQUITY INCOME #3181 | UNIT INVESTMENT TRUST | 280,823 | 303,075 |
| | FT FINANCIAL SELECT #3610 | UNIT INVESTMENT TRUST | 122,636 | 138,941 |
| | FT GLOBAL AGRICULTURE #2931 | UNIT INVESTMENT TRUST | 68,886 | 75,881 |
| | FT GLOBAL INFRA #3162 | UNIT INVESTMENT TRUST | 96,053 | 121,502 |
| | FT GLOBAL DIVIDEND #3624 | UNIT INVESTMENT TRUST | 64,665 | 63,894 |
| | FT GLOBAL TRGT 15 #3137 | UNIT INVESTMENT TRUST | 141,320 | 176,713 |
| | FT GLOBAL TRGT 15 #3569 | UNIT INVESTMENT TRUST | 1,168 | 1,259 |
| | FT HEALTHCARE #3611 | UNIT INVESTMENT TRUST | 128,654 | 126,898 |
| | FT INFLATION HEDGE #2746 | UNIT INVESTMENT TRUST | 51,450 | 46,601 |
| | FT INFLATION HEDGE #2871 | UNIT INVESTMENT TRUST | 51,910 | 43,687 |
| | FT INFLATION HEDGE #3706 | UNIT INVESTMENT TRUST | 70,797 | 68,660 |
| | FT NYSE INTL TRGT 25 #3569 | UNIT INVESTMENT TRUST | 107,203 | 119,377 |
| | FT REIT GRWTH & INC #3141 | UNIT INVESTMENT TRUST | 179,913 | 211,329 |
| | FT REIT GRWTH & INC #3764 | UNIT INVESTMENT TRUST | 94,242 | 95,827 |
| | FT S&P TARGET #3569 | UNIT INVESTMENT TRUST | 71,052 | 71,536 |
| | FT S&P TARGET #3729 | UNIT INVESTMENT TRUST | 46,075 | 47,659 |
| | FT PREF INCOME SER 41 | UNIT INVESTMENT TRUST | 292,413 | 292,313 |
| | FT PREF INCOME SER 44 | UNIT INVESTMENT TRUST | 98,684 | 98,426 |
| | FT TECH SELECT #3223 | UNIT INVESTMENT TRUST | 56,908 | 60,197 |
| | FT VALUE LINE #3398 | UNIT INVESTMENT TRUST | 198,089 | 192,706 |
| | GUGGENHEIM 803 GLBL AGR 12 | UNIT INVESTMENT TRUST | 105,663 | 109,658 |
| | GUGGENHEIM 890 CDN ENERGY & INC | UNIT INVESTMENT TRUST | 58,717 | 54,289 |
| | INVESCO TECH #1284 | UNIT INVESTMENT TRUST | 90,659 | 89,700 |
| | VK 1232 TECH 2012-3 | UNIT INVESTMENT TRUST | 226,239 | 244,743 |
| | VK EAFE SELECT 20 #1176 | UNIT INVESTMENT TRUST | 168,752 | 174,800 |
| | VK EAFE SELECT 20 #1236 | UNIT INVESTMENT TRUST | 460 | 492 |
| | VK EAFE SELECT 20 #1262 | UNIT INVESTMENT TRUST | 209,326 | 212,343 |
| | VK S&P POWERPICKS #1239 | UNIT INVESTMENT TRUST | 204,315 | 200,957 |
| | VK TECHNOLOGY #1203 | UNIT INVESTMENT TRUST | 90,669 | 85,789 |

# 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
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

**1b** Three-digit plan number (PN) ► 001

**1c** Effective date of plan 08/01/1990

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

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS DBA HOLIDAY QUALITY

20803 FRONT STREET

US COTTONWOOD CA 96022-0000

**2b** Employer Identification Number (EIN) 68-0173691

**2c** Sponsor's telephone number (530) 347-4621

**2d** Business code (see instructions) 445110

**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 | [signature] | 10/7/13 | Richard E. Morgan JR |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | [signature] | 10/7/13 | Richard E. Morgan JR |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 580 |
| **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** | 488 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 41 |
| **d** | Subtotal. Add lines **6a, 6b,** and **6c** | **6d** | 529 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 529 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 239 |
| **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 2J 2K 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2012 through December 31, 2012
Three-digit Plan Number 001
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|---|---|---|---|---|
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| | FHLMC | 7.0% 3-15-22 | 1,070 | 1,361 |
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| | EDWARD JONES | MONEY MARKET | 5,146 | 5,146 |
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| | NORTEL NETWORKS CORP | COMMON STOCK | - | 0 |
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| | AMERICAN EXP BANK CD 3.55 | CERTIFICATES OF DEPOSIT | 7,394 | 7,207 |
| | AMERICAN EXP CENTURION 4.8 | CERTIFICATES OF DEPOSIT | 6,494 | 6,183 |
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| | AMERICAN EXP CENTURION 2.3 | CERTIFICATES OF DEPOSIT | 4,080 | 4,054 |
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| | FORTUNEBANK 2.70 | CERTIFICATES OF DEPOSIT | 3,100 | 3,029 |
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| | EATON VANCE HLTH-SCIN | MUTUAL FUND | 147,545 | 133,666 |
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| | PIONEER MID-CAP VALUE FUND | MUTUAL FUND | 194,071 | 162,496 |
| | PIONEER SERIES TRUST OAK RIDGE SMALL C | MUTUAL FUND | 161,099 | 211,036 |
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| | | | | |
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| | PRIN FUND INCOME FUND | MUTUAL FUND | 335,030 | 343,778 |
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| | FT EMERGING MRKTS #3765 | UNIT INVESTMENT TRUST | 84,432 | 86,064 |
| | FT ENERGY SELECT SER 40 #3169 | UNIT INVESTMENT TRUST | 142,731 | 133,774 |
| | FT EQUITY INCOME #3181 | UNIT INVESTMENT TRUST | 280,823 | 303,075 |
| | FT FINANCIAL SELECT #3610 | UNIT INVESTMENT TRUST | 122,636 | 138,941 |
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| | FT GLOBAL DIVIDEND #3624 | UNIT INVESTMENT TRUST | 64,665 | 63,894 |
| | FT GLOBAL TRGT 15 #3137 | UNIT INVESTMENT TRUST | 141,320 | 176,713 |
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| | FT HEALTHCARE #3611 | UNIT INVESTMENT TRUST | 128,654 | 126,898 |
| | FT INFLATION HEDGE #2746 | UNIT INVESTMENT TRUST | 51,450 | 46,601 |
| | FT INFLATION HEDGE #2871 | UNIT INVESTMENT TRUST | 51,910 | 43,687 |
| | FT INFLATION HEDGE #3706 | UNIT INVESTMENT TRUST | 70,797 | 68,660 |
| | FT NYSE INTL TRGT 25 #3569 | UNIT INVESTMENT TRUST | 107,203 | 119,377 |
| | FT REIT GRWTH & INC #3141 | UNIT INVESTMENT TRUST | 179,913 | 211,329 |
| | FT REIT GRWTH & INC #3764 | UNIT INVESTMENT TRUST | 94,242 | 95,827 |
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| | FT S&P TARGET #3729 | UNIT INVESTMENT TRUST | 46,075 | 47,659 |
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| | FT PREF INCOME SER 44 | UNIT INVESTMENT TRUST | 98,684 | 98,426 |
| | FT TECH SELECT #3223 | UNIT INVESTMENT TRUST | 56,908 | 60,197 |
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| | GUGGENHEIM 803 GLBL AGR 12 | UNIT INVESTMENT TRUST | 105,663 | 109,658 |
| | GUGGENHEIM 890 CDN ENERGY & INC | UNIT INVESTMENT TRUST | 58,717 | 54,289 |
| | INVESCO TECH #1284 | UNIT INVESTMENT TRUST | 90,659 | 89,700 |
| | VK 1232 TECH 2012-3 | UNIT INVESTMENT TRUST | 226,239 | 244,743 |
| | VK EAFE SELECT 20 #1176 | UNIT INVESTMENT TRUST | 168,752 | 174,800 |
| | VK EAFE SELECT 20 #1236 | UNIT INVESTMENT TRUST | 460 | 492 |
| | VK EAFE SELECT 20 #1262 | UNIT INVESTMENT TRUST | 209,326 | 212,343 |
| | VK S&P POWERPICKS #1239 | UNIT INVESTMENT TRUST | 204,315 | 200,957 |
| | VK TECHNOLOGY #1203 | UNIT INVESTMENT TRUST | 90,669 | 85,789 |