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
LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

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

LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET
PHARR, TX 78577

2b Employer Identification Number (EIN)
74-2730084

2c Sponsor's telephone number
956-702-3361

2d Business code (see instructions)
442110

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

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	690
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**	541
b Retired or separated participants receiving benefits	**6b**	10
c Other retired or separated participants entitled to future benefits	**6c**	124
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	675
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	677
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	671
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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 3D

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[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 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
LACKS VALLEY STORES, LTD. 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
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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

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

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

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

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

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

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

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

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

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

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

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

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

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

CARLEY & MCCAW, INC.

75-1721253

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	27601	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERRILL LYNCH, INC.

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT MANAGER	69527	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PATILLO, BROWN & HILL, LLP

74-1130599

(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	ACCOUNTANT	10000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

(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
LACKS VALLEY STORES, LTD. 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
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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	1659	1343
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	350000	420000
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	14837	17967
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	692384	975665
(2) U.S. Government securities	1c(2)	1190777	1796066
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	677462	1031387
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	5100324	4214659
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1018848	981646

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	9046291	9438733
Liabilities			
g Benefit claims payable	1g	424674	1916
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	424674	1916
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8621617	9436817

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)	420000	
(B) Participants	2a(1)(B)	223970	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		643970
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	33	
(B) U.S. Government securities	2b(1)(B)	33601	
(C) Corporate debt instruments	2b(1)(C)	34639	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		68273
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	176831	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		176831
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	4799982	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4710569	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		89413
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	416347	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		416347

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		252
d Total income. Add all **income** amounts in column (b) and enter total	2d		1395086
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	455051	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		455051
f Corrective distributions (see instructions)	2f		17682
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	10000	
(2) Contract administrator fees	2i(2)	27601	
(3) Investment advisory and management fees	2i(3)	69552	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		107153
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		579886
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		815200
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: PATILLO, BROWN & HILL, LLP **(2)** EIN: 74-1130599

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
LACKS VALLEY STORES, LTD. 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
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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): 74-3001344

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):

Lack's Valley Stores, Ltd.
401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

With Independent Auditors' Report

PB&H
PATTILLO, BROWN & HILL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS ■ BUSINESS CONSULTANTS

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN

TABLE OF CONTENTS

	Page Number
Independent Auditors' Report	1 – 2
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements	5 – 14
SUPPLEMENTAL SCHEDULE	
Schedule H – Item 4i – Schedule of Assets (Held at End of Year)	15 – 27

THIS PAGE LEFT BLANK INTENTIONALLY

PB&H
PATTILLO, BROWN & HILL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS ■ BUSINESS CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To Plan Administrator and Participants of
Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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.

4301 THE 25 WAY NE ■ ALBUQUERQUE, NM 87109 ■ (505) 266-5904 ■ FAX: (505) 268-6444 ■ www.pbhcpa.com
AFFILIATE OFFICES: BROWNSVILLE, TX (956) 544-7778 ■ HILLSBORO, TX (254) 582-2583
TEMPLE, TX (254) 791-3460 ■ WACO, TX (254) 772-4901

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Item 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



October 2, 2013

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
Investments, at fair value:		
Cash and cash equivalents	$ 977,008	$ 694,043
Government and agency securities	1,796,066	1,190,777
Corporate common stock	4,214,659	5,100,324
Corporate preferred debt	1,031,387	677,462
Other investments	981,646	1,018,848
Total Investments	9,000,766	8,681,454
Receivables:		
Interest	17,967	14,837
Employer contribution	420,000	350,000
Total Receivables	437,967	364,837
Total Assets	9,438,733	9,046,291

LIABILITIES

Excess contributions refundable	16,895	9,928
Total Liabilities	16,895	9,928
Net Assets Available for Benefits	$ 9,421,838	$ 9,036,363

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

THIS PAGE LEFT BLANK INTENTIONALLY

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	$ 416,347
Realized gains	89,413
Interest and dividends	245,104
Other income	252
Total Investment Income	751,116
Contributions:	
Employee	223,970
Employer	420,000
Total Contributions	643,970
Total Additions	1,395,086
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	885,563
Corrective distributions	16,895
Administrative expenses	107,153
Total Deductions	1,009,611
NET INCREASE	385,475
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	9,036,363
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 9,421,838

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

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012

1. DESCRIPTION OF PLAN

The following description of the Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which includes all eligible employees of Lack's Valley Stores, Ltd. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

An employee becomes eligible to participate in the Plan upon completion of both 12 consecutive months of employment and 1,000 hours of service with the Company. Participation in the Plan begins on January 1 or July 1, whichever is the first date after the date on which an employee satisfies the eligibility requirements.

Employee Contributions

Effective January 1, 1998, the Plan was amended to include a 401(k) provision whereby employees are allowed to make contributions to the Plan. Pursuant to Section 401(k) of the Internal Revenue Code (the "IRC"), participants may contribute up to the lesser of 100% of their compensation or $17,000 for 2012. Employees who are age 50 or older may also make catch-up contributions of up to $5,500 for 2012.

Employer Contributions

The Plan provides for employer matching and profit sharing contributions. Contributions to the Plan are at the Company's discretion. For the years ended December 31, 2012 and 2011, the Company made profit sharing contributions to the Plan in the amount of $420,000 and $350,000, respectively.

Investment Options

The provisions of the Plan document do not allow for participant-directed funds. Rather, all investments decisions are made by the trustee.

Participant Accounts

Each participant's account is credited with the participant's voluntary contribution, any employer discretionary matching contributions, any employer discretionary profit-sharing contribution, and Plan earnings, which are allocated proportionately among all participants based on their investment in each fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contributions is based on years of service. For any discretionary matching or profit sharing contribution, participants are vested 0% during the first two years of service. A participant becomes 100% vested after three years of service. A participant will also be 100% vested upon normal retirement age, death or disability.

Payment of Benefits

Distributions from the account are not permitted before age 59½ except in the event of death, disability, termination of employment or reasons of proven financial hardship. On termination of service, a participant may elect to receive a lump-sum distribution, a part lump-sum and part installment distribution or a distribution over a period not exceeding the joint and last survivor expectancy of the participant and his or her designated beneficiary. If the participant elects a distribution other than a lump-sum, certain minimum distribution requirements shall apply.

Terminated employees are not required to withdraw amounts from their Plan accounts if such accounts are greater than $5,000.

Forfeitures

A forfeiture is the non-vested portion of a terminated participant's account balance. The forfeited amount remains in the Plan and is used to reduce any subsequent discretionary employer contributions. As of December 31, 2012 and 2011, there were $3,943 and $0 of forfeitures remaining in the plan that had not yet been allocated to reduce employer contributions.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. All administrative expenses, including trustee, accounting and legal fees have been paid by the Plan unless the Company at its discretion paid such expenses.

Plan Administration

The Plan is administered by an advisory committee consisting of one or more persons appointed by the Company. The advisory committee is given all powers necessary to enable it to carry out its duties including, but not limited to, the power to interpret the Plan document, decide on all questions of eligibility, the status and right of participants, and direct disbursements of benefits in accordance with the provisions of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. 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 determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting time.

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.

3. INVESTMENTS

All Plan investment assets are held by Merrill Lynch, Inc. the custodian of the Plan.

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $416,347 during the year ended December 31, 2012 as follows:

	2012
Government and agency securities	$ (66,921)
Corporate common stock	547,623
Corporate preferred debt	25,289
Other investments	(89,644)
	$ 416,347

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

	2012
Cash on hand at Merrill Lynch	$ 977,008

	2011
Cash on hand at Merrill Lynch	$ 694,043

4. FAIR VALUE MEASUREMENTS

FASB ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical 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.

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

Cash and cash equivalent –
Valued at face value.

Common stocks, corporate bonds and U.S government securities –
Valued at the closing price reported on the active market on which the individual securities are traded

Other investments –
This asset class contains hedge funds. The underlying exchange traded investments are valued by using closing prices reported on the active market on which the individual securities are traded. The underlying non-exchange traded investments use inputs such as quoted values and other data provided by nationally recognized independent pricing sources

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future 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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 977,008	$ -	$ -	$ 977,008
Government and agency securities	1,796,066	-	-	1,796,066
Corporate common stock				
Industrial goods	459,693	-	-	459,693
Health care	515,790	-	-	515,790
IT	550,901	-	-	550,901
Financial	582,337	-	-	582,337
Consumer goods	751,879	-	-	751,879
Services	467,239	-	-	467,239
Telecommunications	78,028	-	-	78,028
Energy	404,350	-	-	404,350
Technology	111,873	-	-	111,873
Basic materials	268,009	-	-	268,009
Utilities	23,650	-	-	23,650
Conglomerates	910	-	-	910
Total Corporate common stock	4,214,659	-	-	4,214,659
Corporate preferred debt				
AA credit rating	102,021	-	-	102,021
AA- credit rating	125,098	-	-	125,098
A+ credit rating	175,620	-	-	175,620
A credit rating	213,563	-	-	213,563
A- credit rating	199,814	-	-	199,814
BBB+ credit rating	157,872	-	-	157,872
BBB credit rating	57,399	-	-	57,399
BBB- credit rating	-	-	-	-
Total Corporate preferred debt	1,031,387	-	-	1,031,387
Other investments	-	-	981,646	981,646
Total assets at fair value	$ 8,019,120	$ -	$ 981,646	$ 9,000,766

Assets at Fair Value as of
December 31, 2011

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 694,043	$ -	$ -	$ 694,043
Government and agency securities	1,190,777	-	-	1,190,777
Corporate common stock				
Industrial goods	500,988	-	-	500,988
Health care	618,996	-	-	618,996
IT	547,549	-	-	547,549
Financial	722,187	-	-	722,187
Consumer goods	828,667	-	-	828,667
Services	655,092	-	-	655,092
Telecommunications	54,002	-	-	54,002
Energy	17,379	-	-	17,379
Technology	207,236	-	-	207,236
Basic materials	871,993	-	-	871,993
Utilities	76,235	-	-	76,235
Conglomerates	-	-	-	-
Total Corporate common stock	5,100,324	-	-	5,100,324
Corporate preferred debt				
AA credit rating	64,249	-	-	64,249
AA- credit rating	97,372	-	-	97,372
A+ credit rating	93,471	-	-	93,471
A credit rating	133,979	-	-	133,979
A- credit rating	113,550	-	-	113,550
BBB+ credit rating	130,025	-	-	130,025
BBB credit rating	36,228	-	-	36,228
BBB- credit rating	8,588	-	-	8,588
Total Corporate preferred debt	677,462	-	-	677,462
Other investments	-	-	1,018,848	1,018,848
Total assets at fair value	$ 7,662,606	$ -	$ 1,018,848	$ 8,681,454

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

Level 3 Assets
Year Ended December 31, 2012

	Other Investments
Balance, beginning of year	$ 1,018,848
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at the reporting date	(89,644)
Purchases, sales, issuances, and statements (net)	52,442
Balance, end of year	$ 981,646
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$(89,644)

5. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$ 9,421,838	$ 9,036,363
Less: amounts allocated to withdrawing participants	(1,916)	(424,674)
Plus: current year accrued excess contributions refundable	16,895	9,928
Net assets available for benefits per the Form 5500	$ 9,436,817	$ 8,621,617

The following is a reconciliation of the benefits paid to participants and corrective distributions per the financial statements to the Form 5500:

	December 31, 2012
Benefits paid to participants and corrective distributions per the financial statements	$ 902,458
Less: amounts allocated to withdrawing participants at December 31, 2011	(424,674)
Plus: prior year accrued excess contributions refundable	9,928
Plus: amounts allocated to withdrawing participants at December 31, 2012	1,916
Less: current year accrued excess contributions refundable	(16,895)
Benefits paid to participants and corrective distributions, per the Form 5500	$ 472,733

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date. Only benefit claims that have been processed, approved and paid as of December 31 are recorded on the financial statements as distributions.

6. TAX STATUS

The Plan obtained its latest opinion letter on March 2, 2006, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administration 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.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

7. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Merrill Lynch, Inc, the custodian of the Plan. These transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan amounted to $69,527 for the investment management services for the year ended December 31, 2012.

The Plan pays certain administrative, audit and record keeping fees. Direct compensation paid during the year amounted to $37,601 for record keeping, audit and administrative services for the year ended December 31, 2012. These transactions qualify as exempt party-in-interest transactions.

8. 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.

9. RISKS AND UNCERTAINITIES

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

10. RECLASSIFICATIONS

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements.

11. SUBSEQUENT EVENTS

For the years ended December 31, 2012, the Company has evaluated subsequent events for potential recognition and disclosure through October 2, 2013, the date of financial statement issuance. No events requiring disclosure were noted.

THIS PAGE LEFT BLANK INTENTIONALLY

SUPPLEMENTAL SCHEDULE

THIS PAGE LEFT BLANK INTENTIONALLY

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK				
	3M Company	201 Shares	$ 17,945	$ 18,663
	Abbott Labs	670 Shares	35,272	43,885
	Accenture Plc	502 Shares	24,465	33,383
	Ace Limited	310 Shares	20,298	24,738
	Actuant Corp	44 Shares	1,243	1,228
	ADT Corp	263 Shares	11,870	12,227
	Agco Corp	30 Shares	1,586	1,474
	AIA Group Ltd	2331 Shares	8,574	9,097
	Air Methods Corp	24 Shares	492	886
	Air Products & Chemicals	122 Shares	10,075	10,250
	Akzo Nobel	243 Shares	5,969	15,937
	Allergan Inc	125 Shares	11,861	11,466
	Allscripts Healthcare So	72 Shares	1,158	678
	Altria Group Inc.	755 Shares	19,639	23,737
	Amazon Com Inc	170 Shares	30,501	42,648
	Amdocs Ltd	59 Shares	1,700	2,005
	American Intl Group Inc	665 Shares	23,377	23,475
	American Express Company	212 Shares	10,690	12,186
	American Finl Grp Hldgs	76 Shares	1,770	3,004
	Amsurg Corp	25 Shares	715	750
	Anheuser-Busch	264 Shares	22,534	23,076
	Ann Inc	20 Shares	490	677
	Ansys Inc	19 Shares	689	1,280
	Apache Corp	104 Shares	10,209	8,164
	Apollo Investment Group	152 Shares	1,268	1,271
	Apple Inc	277 Shares	35,828	147,412
	Arcos Dorados Hldg Inc	875 Shares	13,368	10,465
	Armour Residential Reit	57 Shares	429	369
	Ascent Capital Group Inc.	23 Shares	1,119	1,425
	Asml Hldg	394 Shares	10,403	25,370
	AT&T Inc	511 Shares	14,847	17,226
	Atmos Energy Corp	12 Shares	355	421
	Automatic Data Proc	196 shares	10,050	11,158
	Autonation Inc	34 shares	1,408	1,350
	Avnet Inc	36 shares	1,053	1,102
	Banco Santander	930 shares	-	7,479
	Bank of New York Mellon	928 shares	28,956	23,850

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Banner Corp	31 shares	$ 911	$ 953
	Barclays	3,031 shares	9,920	12,928
	Bayer	177 shares	9,415	16,768
	Biogen Idec Inc	97 shares	11,213	14,198
	Blackrock Inc	137 shares	24,920	28,319
	BBCN Bancorp Inc	36 shares	667	694
	Block H&R Inc	69 Shares	1,047	1,281
	Bmc Software Inc	41 Shares	1,616	1,624
	Bnp Paribas	195 Shares	5,572	10,948
	BOC Hong Kong	1885 Shares	5,959	5,861
	Boeing Company	178 Shares	12,043	13,414
	Borg Warner Inc	151 Shares	9,052	10,815
	Bp Plc	2192 Shares	14,803	15,136
	Brandywine Realty	63 Shares	716	768
	Briggs & Stratton	73 Shares	1,239	1,539
	Brinker Intl Inc	44 Shares	866	1,364
	Bristol-Myers Squibb Co	721 Shares	23,814	23,497
	Broadridge Finl Solutions Inc	19 Shares	426	435
	Brocade Communications	117 Shares	645	624
	Brunswick Corp	28 Shares	663	815
	C&J Energy Svcs Inc	47 Shares	880	1,008
	Cabot Corp	44 Shares	1,782	1,751
	Caci Intl Inc	26 Shares	1,508	1,431
	CAI Intl Inc	48 Shares	1,088	1,054
	Cairn Energy Plc	692 Shares	3,785	2,979
	Cameron Intl Corp	108 Shares	5,856	6,098
	Canon Inc.	321 Shares	13,943	12,400
	Capital Senior Living	74 Shares	1,007	1,383
	Capstead Mortgage Corp	35 Shares	486	401
	Caterpillar Inc.	242 Shares	24,573	21,685
	Centene Corp	10 Shares	367	410
	Cerner Corp	149 Shares	10,246	11,549
	Ceske Energeticke Zavody	149 Shares	5,881	5,323
	Charles River Labs Intl	19 Shares	644	712
	Cheesecake Factory Inc	22 Shares	729	720
	Ches Utilities Corp	26 Shares	1,147	1,180
	Chesapeake Lodging	47 Shares	812	981

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Chevron Corp	613 Shares	$ 45,363	$ 66,290
	Chicos Fas Inc	77 Shares	992	1,421
	China Unicom Hong Kong	362 shares	6,510	5,897
	Clean Harbors Inc	28 Shares	1,806	1,540
	Clearwater Paper Corp	32 Shares	1,141	1,253
	CNOOC Ltd	3,049 shares	5,470	6,601
	Church & Dwight Co Inc	18 Shares	925	964
	Coca Cola	2,442 shares	78,248	88,523
	Coca Cola Bottling Cons	10 Shares	550	665
	Coca Cola Enterprises	373 Shares	11,594	11,835
	Comcast Corp	718 Shares	16,200	25,791
	Commonwealth Reit	50 Shares	1,181	792
	Community Heath Systems	12 Shares	414	369
	Commvault Sys Inc	14 Shares	278	975
	Comtech Telcomm Corp	15 Shares	676	381
	Comverse Inc.	32 Shares	878	913
	Conoco Phillips	442 Shares	34,503	26,733
	Constellation Brands Inc	34 Shares	1,186	1,203
	Convergys Corp	80 Shares	1,115	1,313
	Corelogic Inc	37 Shares	978	996
	Covanta Holding Corp	36 Shares	525	663
	Crown Castle Intl Corp	413 Shares	23,342	29,802
	Csg Systems Intl Inc	46 Shares	951	836
	Cubic Corp	17 Shares	786	816
	Cullen Frost Bkrs	40 Shares	2,293	2,171
	Cumulus Media Inc	234 Shares	583	625
	CVS Caremark Corp	723 Shares	31,404	34,957
	Danaher Corp	663 Shares	35,623	37,062
	Danone	164 Shares	11,037	10,790
	Dassault Systems	71 Shares	6,536	7,885
	DBS Group Hldgs	148 Shares	6,972	7,261
	Delphi Automotive Plc	707 Shares	20,709	27,043
	Dexcom Inc	63 Shares	871	856
	Diageo Plc	243 Shares	20,635	28,329
	Discovery Communication Inc	209 Shares	11,112	13,267
	Disney Walt Co	746 Shares	33,238	37,143
	Dole Food Company Inc	71 Shares	854	814
	Domtar Corp	11 Shares	858	919

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	East Japan Railway Co	129 Shares	$ 7,434	$ 8,325
	Edwards Lifesciences Corp	126 Shares	11,486	11,361
	Emc Corp	836 Shares	15,129	21,151
	Emeritus Corp	52 Shares	1,164	1,285
	Endo Health Solutions In	44 Shares	1,358	1,154
	Energizer Hldgs Inc	13 Shares	922	1,040
	Eog Resources Inc	76 Shares	8,980	9,180
	Ericsson Lm	643 Shares	7,084	6,434
	Erste Group Bank	191 Shares	5,555	6,050
	Estee Lauder Cos Inc	204 Shares	13,101	12,211
	Expedia Inc	20 Shares	595	1,229
	Express Scripts Inc	411 Shares	22,713	22,194
	Exterran Hldgs Inc	71 Shares	1,544	1,556
	Exxon Mobil Corp	1209 Shares	83,866	104,639
	Facebook Inc	261 Shares	8,508	6,948
	Fair Isaac Corp	13 Shares	534	546
	Family Dollar Stores	341 Shares	20,503	21,623
	FedEx Corp	119 Shares	10,700	10,915
	Fidelity Natl Finl Inc	28 Shares	668	659
	Fifth & Pacific Co Inc	105 Shares	1,159	1,307
	Finish Line Inc Cl A	57 Shares	1,190	1,079
	Flextronics Intl Ltd	160 Shares	1,058	994
	Forestar Group Inc	46 Shares	687	797
	Franklin Res Inc.	87 Shares	10,692	10,936
	Freeport-McMoran Cpr&Gld	466 Shares	23,241	15,937
	Future Corp	23 Shares	255	272
	G&K Services Inc Cl A	35 Shares	1,077	1,195
	Generac Holdings Inc	32 Shares	821	1,098
	General Electric	1,738 Shares	39,692	36,481
	General Mills	705 Shares	26,264	28,496
	Genesee & Wyom	19 Shares	788	1,446
	Georgia Gulf Corp	24 Shares	939	991
	Gibralter Inds Inc	43 Shares	646	686
	Gilead Sciences Inc	152 Shares	11,216	11,164
	Global Pmnts Inc	19 Shares	939	861
	Glory Ltd	319 Shares	7,093	7,357
	Goldman Sachs Group Inc	297 Shares	36,936	37,885
	Goodyear Tire Rubber	110 Shares	1,790	1,519
	Google Inc Cl A	53 Shares	31,729	37,491

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	H and E Equip Svcs Inc	51 Shares	$ 906	$ 769
	HDFC Bank Ltd	164 Shares	5,895	6,678
	Halcon Resources Corp	148 Shares	935	1,024
	Hanger Inc	40 Shares	1,044	1,094
	Hatteras Final Corp	24 Shares	698	595
	Heineken	71 Shares	3,753	4,724
	Helix Solutions	50 Shares	846	1,032
	Higher One Hldgs Inc	56 Shares	504	590
	Hillenbrand Inc	57 Shares	1,033	1,289
	Hilltop Hldgs Inc	46 Shares	500	623
	Hollyfrontier Corp	33 Shares	1,250	1,536
	Hologic Inc	65 Shares	1,107	1,301
	Honda Motors Lts	387 Shares	13,473	14,076
	Honeywell Intl Inc	313 Shares	14,344	19,866
	Hospira Inc	32 Shares	932	1,000
	Hospitality Pptys Trust R	39 Shares	860	913
	Hsbc Hldg Plc	368 Shares	18,088	19,530
	Hsbc Hldg Plc	955 Shares	8,544	10,042
	HSN Inc	15 Shares	795	826
	Hutchison Whampoa	641 Shares	5,790	6,690
	Hyster-Yale Matls Hndlng	12 Shares	336	586
	Iac Interactive Corp	25 Shares	894	1,181
	Illumina Inc	345 Shares	19,365	19,179
	Iluka Resources Ltd	1243 Shares	18,266	11,640
	Ing Groep	1132 Shares	9,956	10,538
	Ingram Micro Inc C1 A	20 Shares	370	338
	Intel Corp	1397 Shares	24,063	28,806
	International Business Ma	379 Shares	60,088	72,597
	Interpublic Group Of Co.	109 Shares	1,117	1,201
	Intuitive Surgical Inc	29 Shares	9,773	14,221
	Istar Financial Inc	101 Shares	873	823
	Japan Tobacco Inc	507 Shares	11,097	14,307
	Jarden Corp	24 Shares	1,226	1,241
	Johnson & Johnson	1,315 Shares	82,798	92,182
	Johnson Controls Inc	428 Shares	15,431	13,127
	Joy Global Inc	318 Shares	26,108	20,282
	Jp Morgan Chase & Co	1977 Shares	72,474	86,927
	KBR Inc	47 Shares	1,741	1,406
	KDDI Corp	480 Shares	9,697	8,458
	Kaiser Alum Corp	13 Shares	589	802

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Kennametal Inc	34 Shares	$ 1,351	$ 1,360
	Kinder Morgan Inc	474 Shares	16,974	16,746
	Kraft Foods Group Inc	418 Shares	10,751	19,006
	Kuehne & Nagel Intl	56 Shares	6,762	6,729
	LVMH	48 Shares	7,561	8,784
	LSI Corporation	202 Shares	1,633	1,428
	Li Fung Ltd	5,077 Shares	8,683	8,960
	Life Time Fitness Inc	20 Shares	888	984
	Linde	85 Shares	12,583	14,769
	LinkedIn Corp	129 Shares	14,002	14,812
	Lithia Motors Inc. Cl A	14 Shares	509	524
	Lockheed Martin Corp	521 Shares	37,908	48,083
	Lorillard Inc.	228 Shares	29,417	26,601
	Lumber Liquidators Hldgs Inc	10 Shares	358	528
	Magellan Health Services Inc	16 Shares	704	784
	Manhattan Assocs Inc	27 Shares	717	1,629
	McDonalds Corp	387 Shares	31,982	34,137
	Medical Pptys Tr Inc	115 Shares	1,118	1,375
	Mentor Graphics Corp	91 Shares	1,312	1,549
	Merck & Co Inc	297 Shares	10,829	12,159
	Metals USA Hldgs Corp	41 Shares	598	717
	Metlife Inc	757 Shares	28,704	24,936
	Metropcs Comm Inc	52 Shares	463	517
	MFA Fiancial Inc	74 Shares	598	600
	Microsoft Corp	1481 Shares	40,848	39,557
	Minerals Technologies	30 Shares	877	1,198
	Miraca Holdings Inc	179 Shares	7,080	7,194
	Mitsubishi Corp	261 Shares	6,394	4,972
	Mondelez International Inc	881 Shares	32,348	22,424
	Monsanto Co	359 Shares	26,299	33,979
	Moodys Corp	313 Shares	14,074	15,750
	Movado Group Inc	28 Shares	746	859
	Mueller Wtr Prods Inc Co	139 Shares	713	780
	Nacco Inds Inc Cl A	15 Shares	1,072	910
	National Financial Ptnrs Corp	80 Shares	1,105	1,371
	Nationstar Mtg Hldgs Inc	33 Shares	831	1,022
	Nestle	764 Shares	41,678	49,790
	Nestle	262 Shares	16,040	17,059
	Neustar Inc Cl A	40 Shares	1,093	1,677
	New York Cmnty Bancorp	65 Shares	907	852

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Newcastle Investment Corp	129 Shares	$ 1,068	$ 1,120
	News Corp Cl A	590 Shares	10,361	15,051
	Nextera Energy Inc	210 Shares	14,599	14,530
	Nordson Corp	19 Shares	1,088	1,199
	Northrop Grumman Corp	164 Shares	10,127	11,083
	Novo Nordisk	146 Shares	17,717	23,829
	Nv Energy Inc	112 Shares	1,701	2,032
	O'Reilly Automotive Inc	185 Shares	17,235	16,543
	Oasis Pete Inc.	41 Shares	1,209	1,304
	Occidental Pete Corp	550 Shares	55,326	42,136
	Oceaneering Intl Inc	19 Shares	831	1,022
	Ocwen Finl Corp	15 Shares	192	519
	Oracle Corp	995 Shares	25,358	33,153
	Owens & Minor Inc	23 Shares	664	656
	PHH Corp	71 Shares	1,334	1,615
	PNC Financial Svcs Group	226 Shares	13,164	13,178
	PNM Resources	29 Shares	545	595
	Ppg Industries Inc	169 Shares	13,185	22,874
	Pacwest Bankcorp	60 Shares	1,344	1,486
	Papa Johns Intl Inc	12 Shares	577	659
	Parexel Intl Corp	29 Shares	833	859
	Pennymac Mtg Invt Tr	70 Shares	1,462	1,770
	Pepsico Inc	320 Shares	21,050	21,898
	PetSmart Inc	30 Shares	993	2,050
	Pfizer Inc	2,502 Shares	48,282	62,748
	Phillip Morris Intl Inc	1490 Shares	95,144	124,624
	Phillips 66	221 Shares	6,665	11,735
	Pinnacle West Cap Corp	27 Shares	1,292	1,376
	Portland Gen Electric Co	57 Shares	1,237	1,560
	Praxair Inc	148 Shares	15,086	16,199
	Precision Castparts	162 Shares	20,886	30,686
	Prestige Brands Hldg Inc	75 Shares	1,016	1,502
	Primerica Inc	54 Shares	1,172	1,621
	Procera Networks Inc	30 Shares	678	557
	Procter & Gamble Co	835 Shares	50,572	56,688
	Prudential Financial Inc	269 Shares	14,443	14,346
	Publicis Groupe	123 Shares	5,493	7,338
	Qualcomm Inc	684 Shares	39,236	42,312
	Rackspace Hosting Inc	10 Shares	110	743
	Ramco-Gershenson Property	104 Shares	1,207	1,384

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Range Resources Corp	435 Shares	$ 25,139	$ 27,331
	Raymond James Finl Inc	53 Shares	1,391	2,042
	Rayonier Inc	20 Shares	858	1,037
	Reliance Steel & Alum Co	27 Shares	1,405	1,677
	Rent-A-Center Inc	30 Shares	1,093	1,031
	Rf Micro Devices Inc	143 Shares	1,059	641
	Rio Tinto Plc	277 Shares	18,497	16,091
	Rio Tinto Plc	452 Shares	22,308	25,800
	Roche Hldg Ltd	96 Shares	16,028	19,298
	Roche Hldg Ltd	412 Shares	14,799	20,806
	Rosetta Resources Inc	16 Shares	752	725
	Royal Dutch Shell Plc	380 Shares	27,451	26,201
	Royal Dutch Shell Plc	683 Shares	24,438	23,559
	RPM International Inc	71 Shares	1,907	2,085
	Rudolf Technologies Inc	75 Shares	758	1,008
	SEI Invt Co	54 Shares	1,242	1,260
	Sabmiller Plc	145 Shares	5,903	6,785
	Sally Beauty Hldgs Inc	55 Shares	1,453	1,296
	Sandisk Corp Inc	230 Shares	11,444	10,005
	Sands China Ltd	2534 Shares	7,060	11,099
	Santen Pharmaceutical	265 Shares	10,197	10,160
	Schlumberger Ltd	241 Shares	17,753	16,701
	Schneider Electric	195 Shares	21,606	14,096
	Schweitzer Maudit Intl	43 Shares	1,404	1,678
	Scientific Games Corp	127 Shares	1,363	1,101
	Seacube Container Leasin	39 Shares	564	735
	Service Corp Intl	94 Shares	736	1,298
	Sherwin Williams	82 Shares	11,577	12,613
	Siemens	168 Shares	16,772	18,176
	Silicon Image Inc	165 Shares	1,016	818
	Sonovo Holding	43 Shares	3,680	4,763
	Sourcefire Inc	13 Shares	620	614
	Soveran Self Storage Inc	20 Shares	1,235	1,242
	Spirit Airlines Inc	88 Shares	1,754	1,560
	St Jude Medical Ind	469 Shares	17,455	16,950
	Standard Chartered	464 Shares	11,249	11,868
	Stanley Black & Decker Inc	234 Shares	14,291	17,309
	Starbucks Corp	571 Shares	20,719	30,623
	Starwood Ppty Tr Inc	33 Shares	743	758
	Steel Dynamics Inc	45 Shares	703	618

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Steris Corp	19 Shares	$ 638	$ 660
	Stone Energy Corp	43 Shares	778	882
	Sumitomo Mitsui	2,609 Shares	15,907	19,150
	Swiss Re	147 Shares	7,504	10,583
	Taiwan Manufacturing	796 Shares	9,920	13,659
	Tanger Factory Outlet Center	51 Shares	1,391	1,744
	Target Corp	761 Shares	38,007	45,028
	Taubman Centers Inc	5 Shares	399	394
	Team Health Hldgs Inc	36 Shares	1,020	1,036
	Telecom Ltalia	3576 Shares	4,325	3,220
	Teradata Corp	171 Shares	11,735	10,583
	Texas Instruments	536 Shares	17,745	16,557
	Thermo Fisher Scientific Inc	256 Shares	13,434	16,328
	Thoratec Corp	32 Shares	1,045	1,201
	Time Warner Cable Inc	73 Shares	4,724	5,993
	Tivo Inc	116 Shares	1,212	1,428
	Tokyo Gas Co Ltd	2330 Shares	10,582	10,644
	Total	554 Shares	32,039	28,814
	Travelers Cos Inc	340 Shares	18,277	24,419
	Two Harbors Invt Corp	143 Shares	1,398	1,584
	Tyco Intl Ltd	621 Shares	22,515	18,164
	UGI Corp	16 Shares	468	523
	Uil Hldg Corp	40 Shares	1,040	1,432
	Unilever	319 Shares	11,804	12,218
	Union Pacific Corp	171 Shares	17,061	21,498
	Unit Corp	20 Shares	966	901
	United Health Group Inc	165 Shares	5,533	8,950
	United Parcel Service C1 B	213 Shares	16,533	15,705
	United Rentals Inc	19 Shares	592	865
	United Techs Corp	523Shares	28,324	42,891
	United Therapeutics Corp	22 Shares	1,213	1,175
	Universal Corp	25 Shares	1,163	1,248
	URS Corp	65 Shares	2,616	2,552
	VF Corporation	67 Shares	5,457	10,115
	Validus Hldgs Ltd	31 Shares	1,133	1,072
	Vanguard Health Systems Inc	76 Shares	636	931
	Verizon Communications	999 Shares	41,693	43,227
	Vertex Pharmaceuticals Inc	506 Shares	26,356	21,201
	Viacom Inc Cl B	282 Shares	12,752	14,873
	Vitamin Shoppe Inc	10 Shares	430	574

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE COMMON STOCK (Continued)				
	Vodafone Group PLC	603 Shares	$ 16,092	$ 15,190
	Vodafone Group	4,585 Shares	12,391	11,511
	WEX Inc	22 Shares	558	1,658
	Wabtec	22 Shares	1,574	1,926
	Wal-mart Stores Inc	377 Shares	19,685	25,723
	Walgreen Co	334 Shares	13,302	12,361
	Walker & Dunlop Inc	37 Shares	634	616
	Walter Inc Mgmt Corp	28 Shares	638	1,205
	Want Want China Holdings	6,347 Shares	5,346	8,745
	Watsco Inc	15 Shares	1,050	1,124
	Wells Fargo & Co	360 Shares	12,131	12,305
	Western Digital Corp	38 Shares	1,505	1,615
	Western Refining Inc	24 Shares	614	677
	Western Union Co	1,024 Shares	19,132	13,937
	Westlake Chem Corp	15 Shares	448	1,190
	Westpac Banking Corp	533 Shares	10,448	14,410
	Xilinx Inc	137 Shares	4,521	4,913
	Zions Bancorp	61 Shares	1,332	1,298
		Total common stock	$ 3,673,579	$ 4,214,659
OTHER INVESTMENTS				
**	ML Winton Futuresaccess LLC	Class C LP	159,999	171,613
	Paulson Advantage Access Ii	Class C	319,999	181,368
	Arden Sage Access Ltd	Class CC(H)	303,619	318,497
	Ozofii Access Ltd	Class C H	287,673	310,168
		Total other investments	1,071,290	981,646

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
GOVERNMENT SECURITIES				
	USTB	4.75% 02/15/37	$ 14,024	$ 15,008
	USTN	3.125% 05/15/19	71,154	74,745
	FHLMC	CO 3565 4% 2040	45,187	24,426
	USTN	1.375% 02/15/13	32,108	31,047
	USTN	.75% 08/15/13	128,483	128,480
	FHLMC	A9 4605 4% 2040	6,311	4,000
	FHLMC	A9 6312 04% 2041	27,849	22,692
	FHLMC	A8 6315 4.5% 2039	9,584	5,047
	FHLMC	A9 1217 4% 2040	8,430	6,168
	FHLMC	C9 1244 4.5% 2029	48,510	43,789
	FHLMC	G0 5645 4.5% 2039	72,726	45,485
	FHLMC	G0 8438 4% 2041	6,392	3,858
	FHLMC	Q0 3996 4% 2041	43,030	39,231
	FNMA	PA07562 3% 2042	31,014	31,264
	FNMA	PAB5511 3.5% 2042	47,961	46,714
	FNMA	PAK5426 3.5% 2042	20,753	19,944
	FNMA	PAP3125 3% 2045	47,386	47,199
	FNMA	PMA1029 3.5% 2032	10,737	10,266
	USTB	5.375% 02/15/31	15,683	17,310
	USTB	6.5% 11/15/26	35,266	39,483
	USTN	.625% 07/15/21	57,165	62,820
	USTN	1.25% 02/15/14	123,308	122,404
	USTN	2.25% 01/31/15	176,967	173,837
	USTN	2.625% 11/15/20	54,827	54,875
	USTN	3.125% 05/15/21	20,435	20,412
	USTN	2.5% 3/31/13	87,762	86,504
	USTN	.375% 4/15/15	123,175	123,221
	USTN	.875% 04/30/17	95,225	95,153
	USTN	3.875% 2/15/13	60,116	59,267
	USTN	.25% 08/15/15	303,360	303,453
	USTN	.625% 08/31/17	38,056	37,964
		Total government securities	1,862,984	1,796,066

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE PREFERRED DEBT				
	American Expr	6.15% 08/28/17	$ 11,065	$ 13,255
	American Expr	5.875% 05/02/13	14,110	13,235
	Anheuser-Busche	5.375% 11/15/14	13,482	13,027
	Astrazeneca	5.9% 09/15/17	18,545	20,656
	Astrazeneca	5.4% 06/01/14	20,934	20,304
	AT&T	.875% 02/13/15	20,135	20,094
	AT&T Inc	2/15/2022 3%	14,257	14,560
	Bell South Corp	5.2% 09/15/14	9,162	9,667
	Berkshire Hath	1.6% 05/15/15	13,379	13,251
	Berkshire Hthwy	3.2% 02/11/15	3,199	3,158
	Bershire Hath	2.125% 02/11/13	10,318	10,018
	BK Nova Scotia	2.375% 12/17/13	26,729	26,494
	BK Nova Scotia	2.55% 01/31/17	14,352	14,731
	Bk Of Ny Mellon	4.3% 05/15/14	7,554	7,357
	BP	1.7% 12/05/14	10,081	10,208
	BP Capital	3.87% 03/10/15	18,439	18,111
	Can Natl Res	5.7% 05/15/17	20,506	22,381
	Caterpillar	1.125% 12/15/14	14,093	14,150
	Caterpillar Fin	7.15% 02/15/19	12,617	14,323
	Cisco Syst	4.95% 02/15/19	14,051	14,206
	Cisco Systems	1.625% 03/14/14	20,171	20,299
	Citigroup	5% 9/15/14	12,685	13,677
	Citigroup	5.375% 08/09/20	5,843	5,892
	Citigroup	5.5%10/15/14	10,930	10,728
	Comcast	6.3% 11/15/17	13,121	14,721
	Comcast	5.3% 01/15/14	14,113	13,639
	ConocoPhillips	5.75% 02/01/19	14,797	14,759
	Credit Suisse	4.875% 01//15/15	13,943	14,011
	Credit Suisse	5.5% 08/15/13	13,667	13,410
	Diamlerchrysler	6.5% 11/15/13	12,626	12,647
	DirecTV	4.75% 10/01/14	14,236	13,880
	DirecTV	5.0% 3/01/21	13,796	14,583
	Enterprise Prod	5.2% 9/01/20	13,032	14,323
	Exelon Corp	4.9% 6/15/15	13,231	14,151
	GE Cap Corp	5.65% 6/09/14	8,792	8,548
	GE Elec	2.15% 1/09/15	19,660	19,516
	Gen Elec Nt	4.75% 9/15/14	27,753	28,825
	Goldman Sachs	5.25% 4/01/13	2,123	2,023
	Goldman Sachs	5.375% 3/15/20	13,947	14,898

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2012

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
CORPORATE PREFERRED DEBT (Continued)				
	Goldman Sachs	5.5% 11/15/14	$ 12,155	$ 11,860
	Home Depot	5.25% 12/16/13	14,395	13,601
	Home Depot	5.4% 9/15/40	12,362	15,046
	JP Morgan	2.05% 1/24/14	27,552	27,423
	JP Morgan	4.75% 3/1/15	27,802	29,128
	John Deere	.875% 4/17/2015	17,162	17,075
	John Deere	1.875% 6/17/13	2,056	2,014
	John Deere	2.25% 4/17/19	14,732	14,409
	Kraft	2.625% 5/08/13	13,444	13,082
	Kraft Foods	6.5% 2/09/40	12,779	16,120
	Morgan Stanley	4.75% 4/01/14	9,027	9,319
	Morgan Stanley	5.3% 03/01/13	13,310	13,071
	Morgan Stanley	4.75% 03/22/17	6,452	6,546
	Pfizer	6.2% 03/15/19	21,517	21,488
	Phillips Elect	3.75% 03/15/22	14,419	15,134
	Time Warner	4.7% 01/15/21	14,035	14,800
	Time Warner	8.75% 02/14/19	18,001	21,587
	Toyota Motor	1.25% 11/17/14	13,047	13,184
	Toyota Motor	1.25% 10/05/17	16,062	16,114
	UPS	4.5% 01/15/13	21,276	20,029
	UPS	5.5% 01/15/18	14,762	14,418
	US Bancorp	1.125% 10/30/13	14,068	14,091
	Verizon	1.95% 03/28/14	13,322	13,235
	Verizon Comms	5.5% 02/15/18	14,132	15,611
	Wachovia Corp	5.75% 06/15/17	6,073	5,922
	Wachovia Corp	5.6% 03/15/16	8,158	8,953
	Wal-Mart	5.8% 02/15/18	17,362	19,601
	Walt Disney	2.35% 12/01/22	16,175	16,147
	Wells Fargo	3.75% 10/01/14	27,970	27,414
	Westpac	1.125% 09/25/15	27,133	27,249
		Total corporate preferred debt	1,006,214	1,031,387
CASH AND CASH EQUIVALENTS				
	Cash on hand *			977,008
		Total Investments	$ 7,614,067	$ 9,000,766

* Represents 5% or more of ending net assets
** Represents a party-in-interest

THIS PAGE LEFT BLANK INTENTIONALLY

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 LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

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

1300 SAN PATRICIA STREET

PHARR TX 78577

2b Employer Identification Number (EIN) 74-2730084

2c Sponsor's telephone number (956) 702-3361

2d Business code (see instructions) 442110

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	Randy Martin	10-3-2013	RANDY C. MARTIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Randy Martin	10-3-2013	RANDY C. MARTIN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	690
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**	541
b Retired or separated participants receiving benefits	**6b**	10
c Other retired or separated participants entitled to future benefits	**6c**	124
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	675
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**.	**6f**	677
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	671
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	(1)	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(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		**b General Schedules**	
(1)	[X] **R** (Retirement Plan Information)	(1)	[X] **H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ] **I** (Financial Information – Small Plan)
		(3)	[ ] **A** (Insurance Information)
		(4)	[X] **C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[ ] **D** (DFE/Participating Plan Information)
		(6)	[ ] **G** (Financial Transaction Schedules)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)			
USTN 2.25% 01/31/15	Govt Security	176,967	173,837
USTN 1.375% 02/15/13	Govt Security	32,108	31,047
USTN 1.25% 02/15/14	Govt Security	123,308	122,404
USTB 5.375% 02/15/31	Govt Security	15,683	17,310
USTB 4.75% 02/15/37	Govt Security	14,024	15,008
USTN 2.5% 03/31/13	Govt Security	87,762	86,504
USTN .375% 04/15/15	Govt Security	123,175	123,221
USTN .875% 04/30/17	Govt Security	95,225	95,153
USTN 3.125% 05/15/19	Govt Security	71,154	74,745
USTN 3.125% 05/15/21	Govt Security	20,435	20,412
USTN .625% 07/15/21	Govt Security	57,165	62,820
USTN .75% 08/15/13	Govt Security	128,483	128,480
USTN .25% 08/15/15	Govt Security	303,360	303,453
USTN .625% 08/31/17	Govt Security	38,056	37,964
USTN 2.625% 11/15/20	Govt Security	54,827	54,875
USTB 6.5% 11/15/26	Govt Security	35,266	39,483
USTN 3.875% 02/15/13	Govt Security	60,116	59,267
FNMA PA07562 3%2042	Govt Security	31,014	31,264
FHLMC A8 6315 4.5%2039	Govt Security	9,584	5,047
FHLMC A9 1217 4%2040	Govt Security	8,430	6,168
FHLMC A9 4605 4%2040	Govt Security	6,311	4,000
FHLMC A9 6312 04%2041	Govt Security	27,849	22,692
AIA Group Ltd (2331 shares)	Common Stock	8,574	9,097
Apple Inc (277 shares)	Common Stock	35,828	147,412
FNMA PAB5511 3.5%2042	Govt Security	47,961	46,714
Abbott Labs (670 shares)	Common Stock	35,272	43,885
Ace Limited (310 shares)	Common Stock	20,298	24,738
Accenture Plc (502 shares)	Common Stock	24,465	33,383
Automatic Data Proc (196 shares)	Common Stock	10,050	11,158
ADT Corp (263 shares)	Common Stock	11,870	12,227
American Finl Grp Hldgs (76 shares)	Common Stock	1,770	3,004
Agco Corp (30 shares)	Common Stock	1,586	1,474
Allergan Inc (125 shares)	Common Stock	11,861	11,466
American Intl Group Inc (665 shares)	Common Stock	23,377	23,475
Apollo Investment Group (152 shares)	Common Stock	1,268	1,271
Air Methods Corp (24 shares)	Common Stock	492	886
FNMA PAK5426 3.5%2042	Govt Security	20,753	19,944
Akzo Nobel (243 shares)	Common Stock	5,969	15,937
Amsurg Corp (25 shares)	Common Stock	715	750
Amazon Com Inc (170 shares)	Common Stock	30,501	42,648
Autonation Inc (34 shares)	Common Stock	1,408	1,350
Ann Inc (20 shares)	Common Stock	490	677
Ansys Inc (19 shares)	Common Stock	689	1,280

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
FNMA PAP3125 3%2045	Govt Security	47,386	47,199
Apache Corp (104 shares)	Common Stock	10,209	8,164
Air Products & Chemicals (122 shares)	Common Stock	10,075	10,250
Arcos Dorados Hldg Inc (875 shares)	Common Stock	13,368	10,465
Armour Residential Reit (57 shares)	Common Stock	429	369
Arden Sage Access Ltd		303,619	318,497
Ascent Capital Group Inc (23 shares)	Common Stock	1,119	1,425
ASML Hldg (394 shares)	Common Stock	10,403	25,370
Atmos Energy Corp (12 shares)	Common Stock	355	421
Actuant Corp (44 shares)	Common Stock	1,243	1,228
Avnet Inc (36 shares)	Common Stock	1,053	1,102
American Express Company (212 shares)	Common Stock	10,690	12,186
American Expr 5.875% 05/02/13	Corporate Bond	14,110	13,235
American Expr 6.15% 08/28/17	Corporate Bond	11,065	13,255
Astrazeneca 5.4% 06/01/14	Corporate Bond	20,934	20,304
Astrazeneca 5.9% 09/15/17	Corporate Bond	18,545	20,656
Boeing Company (178 shares)	Common Stock	12,043	13,414
Banner Corp (31 shares)	Common Stock	911	953
Bayer (177 shares)	Common Stock	9,415	16,768
BBCN Bancorp Inc (60 shares)	Common Stock	667	694
Brunswick Corp (28 shares)	Common Stock	663	815
Banco Santander (930 shares)	Common Stock	0	7,479
Barclays (3031 shares)	Common Stock	9,920	12,928
Brandywine Realty (63 shares)	Common Stock	716	768
Franklin Res Inc (87 shares)	Common Stock	10,692	10,936
Briggs & Stratton (73 shares)	Common Stock	1,239	1,539
Biogen Idec Inc (97 shares)	Common Stock	11,213	14,198
Bank of New York Mellon C (928 shares)	Common Stock	28,956	23,850
Bk NY Mellon 4.3% 05/15/14	Corporate Bond	7,554	7,357
Blackrock Inc (137 shares)	Common Stock	24,920	28,319
BMC Software Inc (41 shares)	Common Stock	1,616	1,624
Bristol-Myers Squibb Co (721 shares)	Common Stock	23,814	23,497
BOC Hong Kong (1885 shares)	Common Stock	5,959	5,861
BNP Paribas (195 shares)	Common Stock	5,572	10,948
Bk Nova Scotia 2.375% 12/17/13	Corporate Bond	26,729	26,494
Bk Nova Scotia 2.55% 01/31/17	Corporate Bond	14,352	14,731
Seacube Container Leasin (39 shares)	Common Stock	564	735
BP 1.7% 12/05/14	Corporate Bond	10,081	10,208
BP Capital 3.87% 03/10/15	Corporate Bond	18,439	18,111
BP Plc (2192 shares)	Common Stock	14,803	15,136
Broadridge Finl Solution (19 shares)	Common Stock	426	435
Brocade Communications (117 shares)	Common Stock	645	624
Berkshire Hthwy 3.2% 02/11/15	Corporate Bond	3,199	3,158
Bershire Hath 2.125% 02/11/13	Corporate Bond	10,318	10,018

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Berkshire Hath 1.6% 05/15/15	Corporate Bond	13,379	13,251
Bell South 5.2% 09/15/14	Corporate Bond	9,162	9,667
Anheuser-Busch (264 shares)	Common Stock	22,534	23,076
Anheuser-Busch 5.375% 11/15/14	Corporate Bond	13,482	13,027
Borg Warner Inc (151 shares)	Common Stock	9,052	10,815
FHLMC C0 3565 4%2040	Govt Security	45,187	24,426
Citigroup 5% 9/15/14	Corporate Bond	12,685	13,677
Citigroup 5.5% 10/15/14	Corporate Bond	10,930	10,728
Citigroup 5.375% 08/09/20	Corporate Bond	5,843	5,892
FHLMC C9 1244 4.5%2029	Govt Security	48,510	43,789
CACI Intl Inc Cl A (26 shares)	Common Stock	1,508	1,431
Canon Inc (321 shares)	Common Stock	13,943	12,400
Cheesecake Factory Inc (22 shares)	Common Stock	729	720
Cameron Intl Corp (108 shares)	Common Stock	5,856	6,098
CAI Intl Inc (48 shares)	Common Stock	1,088	1,054
Caterpillar Inc (242 shares)	Common Stock	24,573	21,685
Caterpillar 1.125% 12/15/14	Corporate Bond	14,093	14,150
Caterpillar Fin 7.15% 02/15/19	Corporate Bond	12,617	14,323
Cabot Corp (44 shares)	Common Stock	1,782	1,751
Coca Cola Enterprises (373 shares)	Common Stock	11,594	11,835
Crown Castle Intl Corp (413 shares)	Common Stock	23,342	29,802
CNOOC Ltd (3049 shares)	Common Stock	5,470	6,601
Cerner Corp (149 shares)	Common Stock	10,246	11,549
Cullen Frost Bkrs (40 shares)	Common Stock	2,293	2,171
Church & Dwight Co Inc (18 shares)	Common Stock	925	964
Chicos Fas Inc (77 shares)	Common Stock	992	1,421
Chesapeake Lodging (47 shares)	Common Stock	812	981
China Unicom Hong Kong (362 shares)	Common Stock	6,510	5,897
C&J Energy Svcs Inc (47 shares)	Common Stock	880	1,008
Corelogic Inc (37 shares)	Common Stock	978	996
Clean Harbors Inc (28 shares)	Common Stock	1,806	1,540
Clearwater Paper Corp (32 shares)	Common Stock	1,141	1,253
Comcast 5.3% 01/15/14	Corporate Bond	14,113	13,639
Comcast 6.3% 11/15/17	Corporate Bond	13,121	14,721
Comcast Corp (718 shares)	Common Stock	16,200	25,791
Cumulus Media Inc Cl A (234 shares)	Common Stock	583	625
Capstead Mortgage Corp (35 shares)	Common Stock	486	401
Comtech Telcomm Corp (15 shares)	Common Stock	676	381
Centene Corp (10 shares)	Common Stock	367	410
Can Natl Res 5.7% 05/15/17	Corporate Bond	20,506	22,381
Comverse Inc (32 shares)	Common Stock	878	913
Coca Cola Bottling Cons (10 shares)	Common Stock	550	665
Conoco Phillips (442 shares)	Common Stock	34,503	26,733
ConocoPhillips 5.75% 02/01/19	Corporate Bond	14,797	14,759

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Ches Utilities Corp (26 shares)	Common Stock	1,147	1,180
Charles River Labs Intl (19 shares)	Common Stock	644	712
Cairn Energy Plc (692 shares)	Common Stock	3,785	2,979
Credit Suisse 5.5% 08/15/13	Corporate Bond	13,667	13,410
Credit Suisse 4.875% 01/15/15	Corporate Bond	13,943	14,011
Cisco Systems 1.625% 03/14/14	Corporate Bond	20,171	20,299
Cisco Syst 4.95% 02/15/19	Corporate Bond	14,051	14,206
CSG Systems intl Inc (46 shares)	Common Stock	951	836
Capital Senior Living (74 shares)	Common Stock	1,007	1,383
Cubic Corp (17 shares)	Common Stock	786	816
Covanta Hldg Corp (36 shares)	Common Stock	525	663
Convergys Corp (80 shares)	Common Stock	1,115	1,313
Commvault Sys Inc (14 shares)	Common Stock	278	975
CVS Caremark Corp (723 shares)	Common Stock	31,404	34,957
Chevron Corp (613 shares)	Common Stock	45,363	66,290
Commonwealth Reit (50 shares)	Common Stock	1,181	792
Community Health Sys (12 shares)	Common Stock	414	369
Ceske Energeticke Zavody (149 shares)	Common Stock	5,881	5,323
Dassault Systems (71 shares)	Common Stock	6,536	7,885
DBS Group Hldgs (148 shares)	Common Stock	6,972	7,261
Diamlerchrysler 6.5% 11/15/13	Corporate Bond	12,626	12,647
John Deere 1.875% 06/17/13	Corporate Bond	2,056	2,014
John Deere .875% 04/17/15	Corporate Bond	17,162	17,075
John Deere 2.25% 04/17/19	Corporate Bond	14,732	14,409
Diageo Plc (243 shares)	Common Stock	20,635	28,329
Danaher Corp (663 shares)	Common Stock	35,623	37,062
Disney Walt Co (746 shares)	Common Stock	33,238	37,143
Walt Disney 2.35% 12/01/22	Corporate Bond	16,175	16,147
Discovery Communication Inc (209 shares)	Common Stock	11,112	13,267
Delphi Automotive Plc (707 shares)	Common Stock	20,709	27,043
Dole Food Company Inc (71 shares)	Common Stock	854	814
Amdocs Ltd (59 shares)	Common Stock	1,700	2,005
DirecTV 4.75% 10/01/14	Corporate Bond	14,236	13,880
DirecTV 5.0% 03/01/21	Corporate Bond	13,796	14,583
Dexcom Inc (63 shares)	Common Stock	871	856
Brinker Intl Inc (44 shares)	Common Stock	866	1,364
Erste Group Bank (191 shares)	Common Stock	5,555	6,050
East Japan Railway Co (129 shares)	Common Stock	7,434	8,325
Estee Lauder Cos Inc (204 shares)	Common Stock	13,101	12,211
EMC Corp (836 shares)	Common Stock	15,129	21,151
Endo Health Solutions In (44 shares)	Common Stock	1,358	1,154
Energizer Hldgs Inc (13 shares)	Common Stock	922	1,040
Enterprise Prod 5.2% 09/01/20	Corporate Bond	13,032	14,323
EOG Resources Inc (76 shares)	Common Stock	8,980	9,180

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Ericsson LM (643 shares)	Common Stock	7,084	6,434
Emeritus Corp (52 shares)	Common Stock	1,164	1,285
Express Scripts Inc (411 shares)	Common Stock	22,713	22,194
Edwards Lifesciences Corp (126 shares)	Common Stock	11,486	11,361
Exelon Corp 4.9% 06/15/15	Corporate Bond	13,231	14,151
Exterran Hldgs Inc (71 shares)	Common Stock	1,544	1,556
Expedia Inc (20 shares)	Common Stock	595	1,229
Facebook Inc (261 shares)	Common Stock	8,508	6,948
Freeport-McMoran Cpr&Gld (466 shares)	Common Stock	23,241	15,937
Family Dollar Stores (341 shares)	Common Stock	20,503	21,623
Fedex Corp (119 shares)	Common Stock	10,700	10,915
Futurefuel Corp (23 shares)	Common Stock	255	272
Fair Isaac Corp (13 shares)	Common Stock	534	546
Finish Line Inc Cl A (57 shares)	Common Stock	1,190	1,079
Sourcefire Inc (13 shares)	Common Stock	620	614
Flextronics Intl Ltd (160 shares)	Common Stock	1,058	994
Fidelity Natl Finl Inc (28 shares)	Common Stock	668	659
Fifth & Pacific Co Inc (105 shares)	Common Stock	1,159	1,307
Forestar Group Inc (46 shares)	Common Stock	687	797
FHLMC G0 5645 4.5%2039	Govt Security	72,726	45,485
FHLMC G0 8438 4%2041	Govt Security	6,392	3,858
General Electric (1738 shares)	Common Stock	39,692	36,481
Gen Elc Nt 4.75% 09/15/14	Corporate Bond	27,753	28,825
GE Elec 2.15% 01/09/15	Corporate Bond	19,660	19,516
GE Cap Corp 5.65% 06/09/14	Corporate Bond	8,792	8,548
Georgia Gulf Corp (24 shares)	Common Stock	939	991
Gilead Sciences Inc (152 shares)	Common Stock	11,216	11,164
General Mills (705 shares)	Common Stock	26,264	28,496
G&K Services Inc Cl A (35 shares)	Common Stock	1,077	1,195
Glory Ltd (319 shares)	Common Stock	7,093	7,357
Generac Hldgs Inc (32 shares)	Common Stock	821	1,098
Google Inc Cl A (53 shares)	Common Stock	31,729	37,491
Danone (164 shares)	Common Stock	11,037	10,790
Global Pmnts Inc (19 shares)	Common Stock	939	861
Goldman Sachs Group Inc (297 shares)	Common Stock	36,936	37,885
Goldman Sachs 5.25% 04/01/13	Corporate Bond	2,123	2,023
Goldman Sachs 5.5% 11/15/14	Corporate Bond	12,155	11,860
Goldman Sachs 5.375% 03/15/20	Corporate Bond	13,947	14,898
Goodyear Tire Rubber (110 shares)	Common Stock	1,790	1,519
Genesee & Wyom (19 shares)	Common Stock	788	1,446
HSBC Hldg Plc (368 shares)	Common Stock	18,088	19,530
HSBC Hldg Plc (955 shares)	Common Stock	8,544	10,042
Home Depot 5.25% 12/16/13	Corporate Bond	14,395	13,601
Home Depot 5.4% 09/15/40	Corporate Bond	12,362	15,046

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
HDFC Bank Ltd (164 shares)	Common Stock	5,895	6,678
H and E Equip Svcs Inc (51 shares)	Common Stock	906	769
Hollyfrontier Corp (33 shares)	Common Stock	1,250	1,536
Hanger Inc (40 shares)	Common Stock	1,044	1,094
Hillenbrand Inc (57 shares)	Common Stock	1,033	1,289
Heineken (71 shares)	Common Stock	3,753	4,724
Halcon Resources Corp (148 shares)	Common Stock	935	1,024
Helix Solutions (50 shares)	Common Stock	846	1,032
Honda Motors Ltd (387 shares)	Common Stock	13,473	14,076
Hologic Inc (65 shares)	Common Stock	1,107	1,301
Honeywell Intl Inc (313 shares)	Common Stock	14,344	19,866
Hospitality Pptys Trust (39 shares)	Common Stock	860	913
Block H&R Inc (69 shares)	Common Stock	1,047	1,281
HSN Inc (15 shares)	Common Stock	795	826
Hospira Inc (32 shares)	Common Stock	932	1,000
Hilltop Hldgs Inc (46 shares)	Common Stock	500	623
Hatteras Finl Corp (24 shares)	Common Stock	698	595
Hutchison Whampoa (641 shares)	Common Stock	5,790	6,690
Hyster-Yale Matls Hndlng (12 shares)	Common Stock	336	586
IAC Interactive Corp (25 shares)	Common Stock	894	1,181
International Business Ma (379 shares)	Common Stock	60,088	72,597
Iluka Resources Ltd (1243 shares)	Common Stock	18,266	11,640
Illumina Inc (345 shares)	Common Stock	19,365	19,179
Ingram Micro Inc Cl A (20 shares)	Common Stock	370	338
ING Groep (1132 shares)	Common Stock	9,956	10,538
Intel Corp (1397 shares)	Common Stock	24,063	28,806
Interpublic Group of Co (109 shares)	Common Stock	1,117	1,201
Intuitive Surgical Inc (29 shares)	Common Stock	9,773	14,221
Jarden Corp (24 shares)	Common Stock	1,226	1,241
Japan Tobacco Inc (507 shares)	Common Stock	11,097	14,307
Johnson Controls Inc (428 shares)	Common Stock	15,431	13,127
Johnson & Johnson (1315 shares)	Common Stock	82,798	92,182
Joy Global Inc (318 shares)	Common Stock	26,108	20,282
JP Morgan Chase & Co (1977 shares)	Common Stock	72,474	86,927
JP Morgan 2.05% 01/24/14	Corporate Bond	27,552	27,423
JP Morgan 4.75% 03/01/15	Corporate Bond	27,802	29,128
Kaiser Alum Corp (13 shares)	Common Stock	589	802
KBR Inc (47 shares)	Common Stock	1,741	1,406
KDDI Corp (480 shares)	Common Stock	9,697	8,458
Kraft 2.625% 05/08/13	Corporate Bond	13,444	13,082
Kraft Foods 6.5% 02/09/40	Corporate Bond	12,779	16,120
Kuehne & Nagel Intl (56 shares)	Common Stock	6,762	6,730
Kinder Morgan Inc (474 shares)	Common Stock	16,974	16,746
Kennametal Inc (34 shares)	Common Stock	1,351	1,360

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Coca Cola (2442 shares)	Common Stock	78,248	88,523
Kraft Foods Group Inc (418 shares)	Common Stock	10,751	19,007
Lithia Motors Inc Cl A (14 shares)	Common Stock	509	524
Li Fung Ltd (5077 shares)	Common Stock	8,683	8,960
Lumber Liquidators Hldgs Inc (10 shares)	Common Stock	358	528
Lockheed Martin Corp (521 shares)	Common Stock	37,908	48,083
Linde (85 shares)	Common Stock	12,583	14,769
LinkedIn Corp (129 shares)	Common Stock	14,002	14,812
Lorillard Inc (228 shares)	Common Stock	29,417	26,601
LSI Corporation (202 shares)	Common Stock	1,633	1,428
Life Time Fitness Inc (20 shares)	Common Stock	888	984
L.V.M.H. (48 shares)	Common Stock	7,561	8,784
FNMA PMA1029 3.5%2032	Govt Security	10,737	10,267
Manhattan Assocs Inc (27 shares)	Common Stock	717	1,629
McDonalds Corp (387 shares)	Common Stock	31,982	34,137
Moodys Corp (313 shares)	Common Stock	14,074	15,750
Mondelez International Inc (881 shares)	Common Stock	32,348	22,424
Allscripts Healthcare So (72 shares)	Common Stock	1,158	678
Mentor Graphics Corp (91 shares)	Common Stock	1,312	1,549
Metlife Inc (757 shares)	Common Stock	28,704	24,936
MFA Financial Inc (74 shares)	Common Stock	598	600
Magellan Health Services (16 shares)	Common Stock	704	784
ML Winton FuturesAccess LLC		159,999	171,613
3M Company (201 shares)	Common Stock	17,945	18,663
Altria Group Inc (755 shares)	Common Stock	19,639	23,737
Monsanto Co (359 shares)	Common Stock	26,299	33,979
Movado Group Inc (28 shares)	Common Stock	746	859
Medical Pptys Tr Inc (115 shares)	Common Stock	1,118	1,375
Miraca Holdings Inc (179 shares)	Common Stock	7,080	7,194
Merck & Co Inc (297 shares)	Common Stock	10,829	12,159
Morgan Stanley 5.3% 03/01/13	Corporate Bond	13,310	13,071
Morgan Stanley 4.75% 04/01/14	Corporate Bond	9,027	9,319
Morgan Stanley 4.75% 03/22/17	Corporate Bond	6,452	6,546
Mitsubishi Corp (261 shares)	Common Stock	6,394	4,972
Microsoft Corp (1481 shares)	Common Stock	40,848	39,557
Minerals Technologies (30 shares)	Common Stock	877	1,198
Metals USA Hldgs Corp (41 shares)	Common Stock	598	717
Mueller Wtr Prods Inc Co (139 shares)	Common Stock	713	780
Nacco Inds Inc Cl A (15 shares)	Common Stock	1,072	910
Newcastle Investment Corp (129 shares)	Common Stock	1,068	1,120
Nordson Corp (19 shares)	Common Stock	1,088	1,199
Nextera Energy Inc (210 shares)	Common Stock	14,599	14,530
National Financial Ptnrs (80 shares)	Common Stock	1,105	1,371
Northrop Grumman corp (164 shares)	Common Stock	10,127	11,083

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Nationstar Mtg Hldgs Inc (33 shares)	Common Stock	831	1,022
Neustar Inc Cl A (40 shares)	Common Stock	1,093	1,677
Nestle (262 shares)	Common Stock	16,040	17,059
Nestle (764 shares)	Common Stock	41,678	49,790
NV Energy Inc (112 shares)	Common Stock	1,701	2,032
Novo Nordisk (146 shares)	Common Stock	17,717	23,829
News Corp Cl A (590 shares)	Common Stock	10,361	15,051
New York Cmnty Bancorp (65 shares)	Common Stock	907	852
Oasis Pete Inc (41 shares)	Common Stock	1,209	1,304
Ocwen Finl Corp (15 shares)	Common Stock	192	519
Oceaneering Intl Inc (19 shares)	Common Stock	945	1,022
Owens & Minor Inc (23 shares)	Common Stock	664	656
Higher One Hldgs Inc (56 shares)	Common Stock	504	590
Oracle Corp (995 shares)	Common Stock	25,358	33,153
O'Reilly Automotive Inc (185 shares)	Common Stock	17,235	16,543
Occidental Pete Corp (550 shares)	Common Stock	55,326	42,136
Ozofii Access Ltd		287,673	310,169
Paulson Advantage Access II		319,999	181,368
Pacwest Bancorp (60 shares)	Common Stock	1,344	1,486
Prestige Brands Hldg Inc (75 shares)	Common Stock	1,016	1,502
Precision Castparts (162 shares)	Common Stock	20,886	30,686
Metropcs Comm Inc (52 shares)	Common Stock	463	517
Pepsico Inc (320 shares)	Common Stock	21,050	21,898
Petsmart Inc (30 shares)	Common Stock	993	2,050
Pfizer Inc (2502 shares)	Common Stock	48,282	62,748
Pfizer 6.2% 03/15/19	Corporate Bond	21,517	21,488
Proctor & Gamble Co (835 shares)	Common Stock	50,572	56,688
Publicis Groupe (123 shares)	Common Stock	5,493	7,338
PHH Corp (71 shares)	Common Stock	1,334	1,615
Phillips Elect 3.75% 03/15/22	Corporate Bond	14,419	15,134
Procera Networks Inc (30 shares)	Common Stock	678	557
Phillip Morris Intl Inc (1490 shares)	Common Stock	95,144	124,624
Pennymac Mtg Invt Tr (70 shares)	Common Stock	1,462	1,770
PNC Financial Svcs Group (226 shares)	Common Stock	13,164	13,178
PNM Resources Inc (29 shares)	Common Stock	545	595
Pinnacle West Cap Corp (27 shares)	Common Stock	1,292	1,377
Portland Gen Electric Co (57 shares)	Common Stock	1,237	1,560
PPG Industries Inc (169 shares)	Common Stock	13,185	22,874
Primerica Inc (54 shares)	Common Stock	1,172	1,621
Prudential Financial Inc (269 shares)	Common Stock	14,443	14,346
Parexel Intl Corp (29 shares)	Common Stock	833	858
Phillips 66 (221 shares)	Common Stock	6,665	11,735
Praxair Inc (148 shares)	Common Stock	15,086	16,199
Papa Johns Intl Inc (12 shares)	Common Stock	577	659

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
FHLMC Q0 3996 4%2041	Govt Security	43,030	39,231
Qualcomm Inc (684 shares)	Common Stock	39,236	42,312
Rackspace Hosting Inc (10 shares)	Common Stock	110	743
Rent-A-Center Inc (30 shares)	Common Stock	1,093	1,031
Royal Dutch Shell Plc (380 shares)	Common Stock	27,451	26,201
RF Micro Devices Inc (143 shares)	Common Stock	1,059	641
Roche Hldg Ltd (412 shares)	Common Stock	14,799	20,806
Roche Hldg Ltd (96 shares)	Common Stock	16,028	19,298
Rio Tinto Plc (277 shares)	Common Stock	18,497	16,091
Raymond James Finl Inc (53 shares)	Common Stock	1,391	2,042
Gibraltar Inds Inc (43 shares)	Common Stock	646	686
Rosetta Resources Inc (16 shares)	Common Stock	752	725
RPM International Inc (71 shares)	Common Stock	1,907	2,085
Ramco-Gershenson Propert (104 shares)	Common Stock	1,207	1,384
Range Resources Corp (435 shares)	Common Stock	25,139	27,331
Reliance Steel & Alum Co (27 shares)	Common Stock	1,405	1,677
Rudolph Technologies Inc (75 shares)	Common Stock	758	1,008
Rio Tinto Plc (452 shares)	Common Stock	22,308	25,800
Royal Dutch Shell Plc (683 shares)	Common Stock	24,438	23,559
Rayonier Inc (20 shares)	Common Stock	858	1,037
Spirit Airlines Inc (88 shares)	Common Stock	1,754	1,560
Schneider Electric (195 shares)	Common Stock	21,606	14,096
Sally Beauty Hldgs Inc (55 shares)	Common Stock	1,453	1,296
Sabmiller Plc (145 shares)	Common Stock	5,903	6,785
Starbucks Corp (571 shares)	Common Stock	20,719	30,623
Standard Chartered (464 shares)	Common Stock	11,249	11,868
Sands China Ltd (2534 shares)	Common Stock	7,060	11,099
Service Corp Intl (94 shares)	Common Stock	736	1,298
SEI Invt Co (54 shares)	Common Stock	1,242	1,260
Istar Financial Inc (101 shares)	Common Stock	873	823
Scientific Games Corp (127 shares)	Common Stock	1,363	1,101
Stone Energy Corp (43 shares)	Common Stock	778	882
Sherwin Williams (82 shares)	Common Stock	11,577	12,613
Silicon Image Inc (165 shares)	Common Stock	1,016	818
Tanger Factory Outlet Center (51 shares)	Common Stock	1,391	1,744
Schlumberger Ltd (241 shares)	Common Stock	17,753	16,701
Siemens (168 shares)	Common Stock	16,772	18,176
Sumitomo Mitsui (2609 shares)	Common Stock	15,907	19,150
Sandisk Corp Inc (230 shares)	Common Stock	11,444	10,005
Santen Pharmaceutical (265 shares)	Common Stock	10,197	10,160
Sonova Holding (43 shares)	Common Stock	3,680	4,763
Swiss Re (147 shares)	Common Stock	7,504	10,583
Soveran Self Storage Inc (20 shares)	Common Stock	1,235	1,242
Steris Corp (19 shares)	Common Stock	638	660

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
St Jude Medical Inc (469 shares)	Common Stock	17,455	16,950
Steel Dynamics Inc (45 shares)	Common Stock	703	618
Starwood Ppty Tr Inc (33 shares)	Common Stock	743	758
Constellation Brands Inc (34 shares)	Common Stock	1,186	1,203
Stanley Black & Decker Inc (234 shares)	Common Stock	14,291	17,309
Schweitzer Maudit Intl (43 shares)	Common Stock	1,404	1,678
AT&T Inc (511 shares)	Common Stock	14,847	17,226
AT&T .875% 02/13/15	Corporate Bond	20,135	20,094
AT&T Inc 02/15/22 3%	Corporate Bond	14,257	14,560
Taubman Centers Inc (5 shares)	Common Stock	399	394
Teradata Corp (171 shares)	Common Stock	11,735	10,583
Target Corp (761 shares)	Common Stock	38,007	45,028
Thoratec Corp (32 shares)	Common Stock	1,045	1,201
Telecom Italia (3576 shares)	Common Stock	4,325	3,220
Tivo Inc (116 shares)	Common Stock	1,212	1,428
Tokyo Gas Co Ltd (2330 shares)	Common Stock	10,582	10,644
Toyota Motor 1.25% 11/17/14	Corporate Bond	13,047	13,184
Toyota Motor 1.25% 10/05/17	Corporate Bond	16,062	16,114
Team Health Hldgs Inc (36 shares)	Common Stock	1,020	1,036
Thermo Fisher Scientific Inc (256 shares)	Common Stock	13,434	16,328
Total (554 shares)	Common Stock	32,039	28,814
Travelers Cos Inc (340 shares)	Common Stock	18,277	24,419
Taiwan Manufacturing (796 shares)	Common Stock	9,920	13,659
Time Warner Cable Inc (73 shares)	Common Stock	4,724	5,993
Time Warner Cab 8.75% 02/14/19	Corporate Bond	18,001	21,587
Two Harbors Invt Corp (143 shares)	Common Stock	1,398	1,584
Time Warner 4.7% 01/15/21	Corporate Bond	14,035	14,800
Texas Instruments (536 shares)	Common Stock	17,745	16,557
Tyco Intl Ltd (621 shares)	Common Stock	22,515	18,164
Domtar Corp (11 shares)	Common Stock	858	919
UGI Corp (16 shares)	Common Stock	468	523
UIL Hldg Corp (40 shares)	Common Stock	1,040	1,432
Unilever (319 shares)	Common Stock	11,804	12,218
United Health Group Inc (165 shares)	Common Stock	5,533	8,950
Union Pacific Corp (171 shares)	Common Stock	17,061	21,498
Unit Corp (20 shares)	Common Stock	966	901
United Parcel Service Cl B (213 shares)	Common Stock	16,533	15,705
UPS 4.5% 01/15/13	Corporate Bond	21,276	20,029
UPS 5.5% 01/15/18	Corporate Bond	14,762	14,418
United Rentals Inc (19 shares)	Common Stock	592	865
URS Corp (65 shares)	Common Stock	2,616	2,552
US Bancorp 1.125% 10/30/13	Corporate Bond	14,068	14,091
United Therapeutics Corp (22 shares)	Common Stock	1,213	1,175
United Techs Corp (523 shares)	Common Stock	28,324	42,891

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Universal Corp (25 shares)	Common Stock	1,163	1,248
VF Corporation (67 shares)	Common Stock	5,457	10,115
Vanguard Health Systems Inc (76 shares)	Common Stock	636	931
Viacom Inc Cl B (282 shares)	Common Stock	12,752	14,873
Vodafone Group Plc (603 shares)	Common Stock	16,092	15,190
Vodafone Grp (4585 shares)	Common Stock	12,391	11,511
Validus Hldgs Ltd (31 shares)	Common Stock	1,133	1,072
Vertex Pharmaceuticals Inc (506 shares)	Common Stock	26,356	21,201
Vitamin Shoppe Inc (10 shares)	Common Stock	430	574
Verizon Communications (999 shares)	Common Stock	41,693	43,227
Verizon 1.95% 03/28/14	Corporate Bond	13,322	13,235
Verizon Comms 5.5% 02/15/18	Corporate Bond	14,132	15,611
Wachovia Corp 5.6% 03/15/16	Corporate Bond	8,158	8,953
Wachovia Corp 5.75% 06/15/17	Corporate Bond	6,073	5,922
Wabtec (22 shares)	Common Stock	1,574	1,926
Walter Inv Mgmt Corp (28 shares)	Common Stock	638	1,205
Walgreen Co (334 shares)	Common Stock	13,302	12,361
Walker & Dunlop Inc (37 shares)	Common Stock	634	616
Western Digital Corp (38 shares)	Common Stock	1,505	1,615
Westpac 1.125% 09/25/15	Corporate Bond	27,019	27,250
Westpac Banking Corp (533 shares)	Common Stock	10,448	14,410
Wells Fargo & Co (360 shares)	Common Stock	12,131	12,305
Wells Fargo 3.75% 10/01/14	Corporate Bond	27,970	27,414
Westlake Chem Corp (15 shares)	Common Stock	448	1,190
Wal-Mart Stores Inc (377 shares)	Common Stock	19,685	25,723
Wal-Mart 5.8% 02/15/18	Corporate Bond	17,362	19,601
Western Refining Inc (24 shares)	Common Stock	614	677
Watsco Inc (15 shares)	Common Stock	1,050	1,124
Western Union Co (1024 shares)	Common Stock	19,132	13,937
Want Want China Hldgs (6347 shares)	Common Stock	5,346	8,746
WEX Inc (22 shares)	Common Stock	558	1,658
Xilinx Inc (137 shares)	Common Stock	4,521	4,913
Exxon Mobil Corp (1209 shares)	Common Stock	83,866	104,639
Zions Bancorp (61 shares)	Common Stock	1,332	1,305
Rounding adjustment			-13
		7,614,067	8,023,758

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line4i - Schedule of Assets (Acquired and Disposed of Within Year)			
FNMA P889657 4.5%2037	Govt Security	21,393	17,719
FNMA P890410 4.5%2026	Govt Security	18,195	13,345

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Universal Corp (25 shares)	Common Stock	1,163	1,248
VF Corporation (67 shares)	Common Stock	5,457	10,115
Vanguard Health Systems Inc (76 shares)	Common Stock	636	931
Viacom Inc Cl B (282 shares)	Common Stock	12,752	14,873
Vodafone Group Plc (603 shares)	Common Stock	16,092	15,190
Vodafone Grp (4585 shares)	Common Stock	12,391	11,511
Validus Hldgs Ltd (31 shares)	Common Stock	1,133	1,072
Vertex Pharmaceuticals Inc (506 shares)	Common Stock	26,356	21,201
Vitamin Shoppe Inc (10 shares)	Common Stock	430	574
Verizon Communications (999 shares)	Common Stock	41,693	43,227
Verizon 1.95% 03/28/14	Corporate Bond	13,322	13,235
Verizon Comms 5.5% 02/15/18	Corporate Bond	14,132	15,611
Wachovia Corp 5.6% 03/15/16	Corporate Bond	8,158	8,953
Wachovia Corp 5.75% 06/15/17	Corporate Bond	6,073	5,922
Wabtec (22 shares)	Common Stock	1,574	1,926
Walter Inv Mgmt Corp (28 shares)	Common Stock	638	1,205
Walgreen Co (334 shares)	Common Stock	13,302	12,361
Walker & Dunlop Inc (37 shares)	Common Stock	634	616
Western Digital Corp (38 shares)	Common Stock	1,505	1,615
Westpac 1.125% 09/25/15	Corporate Bond	27,019	27,250
Westpac Banking Corp (533 shares)	Common Stock	10,448	14,410
Wells Fargo & Co (360 shares)	Common Stock	12,131	12,305
Wells Fargo 3.75% 10/01/14	Corporate Bond	27,970	27,414
Westlake Chem Corp (15 shares)	Common Stock	448	1,190
Wal-Mart Stores Inc (377 shares)	Common Stock	19,685	25,723
Wal-Mart 5.8% 02/15/18	Corporate Bond	17,362	19,601
Western Refining Inc (24 shares)	Common Stock	614	677
Watsco Inc (15 shares)	Common Stock	1,050	1,124
Western Union Co (1024 shares)	Common Stock	19,132	13,937
Want Want China Hldgs (6347 shares)	Common Stock	5,346	8,746
WEX Inc (22 shares)	Common Stock	558	1,658
Xilinx Inc (137 shares)	Common Stock	4,521	4,913
Exxon Mobil Corp (1209 shares)	Common Stock	83,866	104,639
Zions Bancorp (61 shares)	Common Stock	1,332	1,305
Rounding adjustment			-13
		7,614,067	8,023,758

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line4i - Schedule of Assets (Acquired and Disposed of Within Year)			
FNMA P889657 4.5%2037	Govt Security	21,393	17,719
FNMA P890410 4.5%2026	Govt Security	18,195	13,345

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
FNMA P995737 5%2038	Govt Security	15,161	12,773
Advance Auto Parts Inc	Common Stock	6,608	7,287
Abbott Labs 4.35% 03/15/14	Corporate Bond	9,540	9,482
Ashford Hospotality Tr	Common Stock	3,211	2,683
Albermarle Corp	Common Stock	9,245	9,315
Andersons Inc	Common Stock	5,441	4,484
Barnes Group Inc	Common Stock	6,668	6,991
Buckeye Technologies Inc	Common Stock	1,783	1,583
Bancorpsouth Inc	Common Stock	3,536	3,528
Seacor Holdings Inc	Common Stock	4,267	3,754
Clean Energy Fuels Corp	Common Stock	1,588	2,298
Cent Pacific Finl Corp	Common Stock	3,019	2,982
Cepheid Inc	Common Stock	2,483	2,517
Citizens Rep Bancorp Inc	Common Stock	2,739	3,157
Crocs Inc	Common Stock	2,298	2,558
Cognizant Tech Solutions	Common Stock	18,491	16,576
DSW Inc	Common Stock	5,672	6,852
Eaton Corp	Common Stock	19,724	20,679
Energy XXI Ltd	Common Stock	6,621	6,416
Fifth Third Bancorp	Common Stock	6,105	5,704
Genesco Inc	Common Stock	3,720	3,584
Gardner Denver Inc	Common Stock	9,971	7,332
Global Power Equipment G	Common Stock	2,020	1,517
GT Advanced Technologies Inc	Common Stock	914	1,028
Hennes & Mauritz	Common Stock	7,361	6,814
HMS Hldgs Corp	Common Stock	1,807	1,591
Shein Inc	Common Stock	7,635	8,052
Hyster-Yale Matls Hndlng B	Common Stock	0	0
Inditex	Common Stock	8,167	9,373
Intermune Inc	Common Stock	3,843	2,275
Invesco Mortgage Capital	Common Stock	3,483	3,398
KB Home	Common Stock	970	861
Marriott Intl Inc	Common Stock	0	0
Multimedia Games Hldg Co	Common Stock	1,084	1,437
Monster Beverage Corp	Common Stock	14,645	11,762
Mettler-Toledo Intl Inc	Common Stock	3,185	3,551
Nike Inc Cl B	Common Stock	14,990	13,318
Netapp Inc	Common Stock	20,599	14,396
Nuvasive Inc	Common Stock	1,396	1,127
OSI System Inc	Common Stock	1,343	977
Protective Life Corp	Common Stock	5,212	4,841
Photronics Inc	Common Stock	3,835	3,102
Pentair Ltd	Common Stock	0	3,157
Post Holdings Inc	Common Stock	682	684

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Plains Exploration&Produ	Common Stock	8,473	9,022
Rite Aid Corporation	Common Stock	1,069	640
Robbins Myers Inc	Common Stock	1,864	2,398
SAIA Inc	Common Stock	1,870	1,588
Saks Inc	Common Stock	2,611	2,398
SL Green Realty Corp	Common Stock	2,257	2,336
State Bk Finl Corp	Common Stock	4,782	4,633
FNMA T04510GC 4.5%	Govt Security	8,645	8,600
TW Telecom Inc	Common Stock	498	530
Under Armour Inc	Common Stock	13,946	15,668
Viropharma Inc	Common Stock	6,949	6,253
Warnaco Group Inc Cl A	Common Stock	2,830	3,891