

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>DEBARTOLO HOLDINGS RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>08/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>08/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DEBARTOLO HOLDING, LLC</u> <u>15436 N. FLORIDA AVE., SUITE 200</u> <u>TAMPA, FL 33613-1226</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0652556</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>813-908-8400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>531310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0652556</u>	2c Sponsor's telephone number <u>813-908-8400</u>	2d Business code (see instructions) <u>531310</u>	
2b Employer Identification Number (EIN) <u>34-0652556</u>					
2c Sponsor's telephone number <u>813-908-8400</u>					
2d Business code (see instructions) <u>531310</u>					

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. Signature of plan administrator	10/10/2013 Date	DAVID MALLITZ Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/10/2013 Date	DAVID MALLITZ Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 144
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	110
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	31
d Subtotal. Add lines 6a , 6b , and 6c	6d	142
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	142
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	106
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan DEBARTOLO HOLDINGS RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 DEBARTOLO HOLDING, LLC	D Employer Identification Number (EIN) 34-0652556

Part I	Service Provider Information (see instructions)
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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
NATIONWIDE
31-4156830

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

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

NATIONWIDE

31-4156830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64 99	TRUST RECORDKEEPER	57715	Yes ☒ No ☐	Yes ☒ No ☐	35703	Yes ☐ No ☒

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

MORGAN STANLEY SMITH BARNEY

201 PLAZA TWO
JERSEY CITY, NJ 07311

(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 28	NONE	40666	Yes ☒ No ☐	Yes ☒ No ☐	1143	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 ☐

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.	

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 DEBARTOLO HOLDINGS RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 DEBARTOLO HOLDING, LLC		D Employer Identification Number (EIN) 34-0652556

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	7238	17292
	(2) Participant contributions	1b(2)	16708	42604
	(3) Other.....	1b(3)		3567
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	140808	159527
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7055945	8837399
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7220699	9060389

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7220699	9060389
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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)	335063	
(B) Participants	2a(1)(B)	657832	
(C) Others (including rollovers)	2a(1)(C)	98310	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1091205
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	6242	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6242
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		950041
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2047488

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	204899	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		204899
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2899	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2899
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		207798

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1839690
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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 ☐ No

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

(1) Name: SCHROEDEL, SCULLIN & BESTIC LLC

(2) EIN: 34-1903609

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	X		

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>DEBARTOLO HOLDINGS RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEBARTOLO HOLDING, LLC</u>	D Employer Identification Number (EIN) <u>34-0652556</u>

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	<u>0</u>
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): <u>31-1592130</u>		
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 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): _____

Financial Statements
and Supplementary Information

**DEBARTOLO HOLDINGS
RETIREMENT PLAN**

December 31, 2012 and 2011

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Principals

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September 13, 2013

The Administrative Committee
DeBartolo Holdings Retirement Plan
Tampa, Florida

Independent Auditors' Report

Report on the Financial Statements

We were engaged to audit the accompanying statements of net assets available for benefits of DeBartolo Holdings Retirement Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

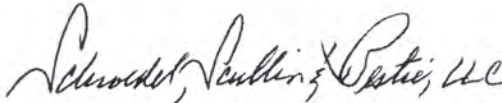
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in NOTE D, which was certified by Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above. The form and content of the information included in the supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investments at fair value	\$ 8,837,399	\$ 7,055,945
Contributions receivable	63,463	23,945
Notes receivable from participants	159,527	140,809
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 9,060,389</u>	<u>\$ 7,220,699</u>

The accompanying notes are an integral part
of these financial statements

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

DEBARTOLO HOLDINGS RETIREMENT PLAN

For the years ended December 31, 2012 and 2011

	2012	2011
<u>ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS</u>		
Investment income (loss):		
Net appreciation (depreciation) in fair value of assets	\$ 950,041	\$ (367,826)
Interest on participant loans	6,242	5,410
TOTAL INVESTMENT INCOME (LOSS)	<u>956,283</u>	<u>(362,416)</u>
Contributions:		
Employers' contributions	335,063	327,059
Participants' contributions	756,142	764,170
TOTAL CONTRIBUTIONS	<u>1,091,205</u>	<u>1,091,229</u>
TOTAL ADDITIONS	<u>2,047,488</u>	<u>728,813</u>
Benefits paid to participants	(204,899)	(320,822)
Loan, distribution and other fees	(2,899)	(1,400)
TOTAL DEDUCTIONS	<u>(207,798)</u>	<u>(322,222)</u>
NET INCREASE	<u>1,839,690</u>	<u>406,591</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
Balance at beginning of year	7,220,699	6,814,108
Balance at end of year	<u>\$ 9,060,389</u>	<u>\$ 7,220,699</u>

The accompanying notes are an integral part
of these financial statements

NOTES TO FINANCIAL STATEMENTS

DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of DeBartolo Holdings Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined-contribution plan with a 401(k) provision covering all employees of NID Corporation and related companies, including DeBartolo Holdings, LLC, DeBartolo Sports & Events, LLC, Candy Bar Ranch, LLC and DeBartolo Development, LLC. In addition, during 2012, DeBartolo Construction Services, LLC was added as a participating employer. Employees who have been employed for 90 days are eligible to make salary deferrals into the Plan. However, employees must have completed at least one year of service and have 1,000 credited hours within the one-year period to be eligible to receive the employer-matching contribution. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Under the Plan's provisions, each participant may contribute a percent of his or her base pay not to exceed the maximum dollar limit in effect for such calendar year in accordance with Section 401(a)(30) of the Internal Revenue Code. Participants may also rollover amounts representing distributions from other qualified defined-benefit or contribution plans. The employers will make matching contributions for the employees who make contributions to the Plan out of their base pay. The matching contribution is 100% of the first 4% of employees' voluntary contributions. Upon enrollment in the Plan, a participant may direct employee contributions and company-matching contributions in any of the available investment options. Participants may change their investment options at their discretion. All of the balances in the Plan represent participant-directed investments.

Participant accounts - Each participant's account is credited with the participant's contribution and the appropriate matching contribution, as defined. The benefit to which a participant is entitled is the benefit which can be provided from the participant's vested account.

Vesting - All voluntary contributions and company-matching contributions plus earnings thereon become 100% vested immediately for Plan participants.

Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$500 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are collateralized by the balance in the participant's account and bear interest at a market rate of interest. The participant may be required to repay principal and interest ratably through payroll deductions based on payroll frequency or quarterly payments. Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid, interest. Delinquent participant loans are reclassified as distributions based upon the terms set forth in the Plan document.

Payment of benefits - On termination of service, a participant will be entitled to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited accounts - Forfeited nonvested accounts totaled \$10,162 and \$10,239 at December 31, 2012 and 2011, respectively. These accounts can be used to reduce future employer contributions. During 2012 and 2011, employer contributions were not reduced by forfeited nonvested accounts.

NOTES TO FINANCIAL STATEMENTS
DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Investment valuation - The Plan's investments are stated at fair value as of December 31, 2012 and 2011. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

NOTE C - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.
- Level 2 inputs consist of significant observable inputs other than quoted prices for identical assets.
- Level 3 inputs consist of significant unobservable inputs that are not corroborated by market data and have the lowest priority.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were used or available to the Plan.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year end.

NOTES TO FINANCIAL STATEMENTS

DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan's investments are reported at fair value in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, as follows:

FAIR VALUE MEASUREMENTS USING:				
DECEMBER 31, 2012 FAIR VALUE	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Mutual funds:				
Specialty	\$ 254,222	\$ 254,222	\$ 0	\$ 0
International stocks	1,767,806	1,767,806	0	0
Small-Cap stocks	543,554	543,554	0	0
Mid-Cap stocks	1,186,970	1,186,970	0	0
Large-Cap stocks	2,465,023	2,465,023	0	0
Balanced	576,425	576,425	0	0
Bonds	1,351,698	1,351,698	0	0
Cash	646,478	646,478	0	0
Other investments	45,223	45,223	0	0
TOTALS	<u>\$ 8,837,399</u>	<u>\$ 8,837,399</u>	<u>\$ 0</u>	<u>\$ 0</u>

FAIR VALUE MEASUREMENTS USING:				
DECEMBER 31, 2011 FAIR VALUE	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Mutual funds:				
Specialty	\$ 169,622	\$ 169,622	\$ 0	\$ 0
International stocks	1,378,483	1,378,483	0	0
Small-Cap stocks	424,995	424,995	0	0
Mid-Cap stocks	933,739	933,739	0	0
Large-Cap stocks	1,907,264	1,907,264	0	0
Balanced	515,613	515,613	0	0
Bonds	1,138,771	1,138,771	0	0
Cash	545,151	545,151	0	0
Other investments	42,307	42,307	0	0
TOTALS	<u>\$ 7,055,945</u>	<u>\$ 7,055,945</u>	<u>\$ 0</u>	<u>\$ 0</u>

NOTES TO FINANCIAL STATEMENTS

DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

NOTE D - INVESTMENTS

Unaudited information certified by the Plan custodian - The December 31, 2012 and 2011, Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011, and the accompanying notes to financial statements were prepared in part or entirely from information certified by the custodian in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes total assets of \$9,060,389 and \$7,220,699 at December 31, 2012 and 2011, respectively, and related investment income (loss) of \$956,283 and \$(362,416) for the years ended December 31, 2012 and 2011, respectively.

The following presents investments that represent 5% or more of the Plan's net assets:

	2012	2011
The Growth Fund of America R3	\$ 989,831	\$ 743,671
American Century Equity Income Fund - Advisor Class	\$ 671,158	\$ 522,390
Delaware Diversified Income - Class A	* \$ 423,511	\$ 370,685
Gartmore Morley Stable Value Fund I	\$ 566,973	\$ 513,711
EV Large Cap Value A	\$ 462,475	\$ 365,249
MFS International Value A	\$ 662,115	\$ 536,171

* Balance in fund did not represent 5% or more of the Plan's net assets at December 31, 2012.

NOTE E - CONTRIBUTIONS RECEIVABLE

Contributions receivable totaled \$63,463 and \$23,945 at December 31, 2012 and 2011, respectively, which represents the employee contributions withheld plus the employer-matching contributions from the last pay in December 2012 and 2011, respectively. The contributions were received and credited by Nationwide Retirement Consulting Group in January 2013 and January 2012, respectively.

NOTE F - ADMINISTRATION OF PLAN ASSETS AND RELATED-PARTY TRANSACTIONS

The Plan investments are shares of mutual funds managed by Nationwide Trust Company, FSB. Nationwide Trust Company, FSB is the custodian; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of assets.

DeBartolo Holdings, LLC provides to the Plan certain accounting and administrative services for which no fees are charged. Other administrative expenses are paid directly by DeBartolo Holdings, LLC, but may be paid directly from Plan assets. Loan, distribution and certain other fees are paid by the respective participants.

NOTES TO FINANCIAL STATEMENTS

DEBARTOLO HOLDINGS RETIREMENT PLAN

December 31, 2012 and 2011

NOTE G - TAX STATUS

The Internal Revenue Service had determined and informed the Company by letter dated February 15, 2008, that the Plan was designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has since been amended on January 1, 2013, subsequent to the financial statement date (see NOTE J). The Plan filed for a new determination and was informed by letter dated April 12, 2013, that the Plan is currently designed in accordance with applicable sections of the IRC.

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

NOTE H - PLAN TERMINATION

Although the companies have not expressed any intent to do so, the companies have the right under the Plan to discontinue their contributions at any time. The Plan may also be terminated subject to the provisions of ERISA.

NOTE I - RISKS AND UNCERTAINTIES

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

NOTE J - SUBSEQUENT EVENT AND PLAN AMENDMENT

In preparing the financial statements, including estimates and disclosures, the Plan Administrator has considered the effects of subsequent events through September 13, 2013—the date the financial statements were available to be issued. The following subsequent event was significant and requires additional disclosure:

On January 1, 2013, the Plan was amended and restated to be in compliance with applicable sections of the IRC.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name DeBartolo Holdings Retirement Plan

EIN: 34-0652556

Plan Sponsor's Name DeBartolo Holding, LLC

PN: 001

(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
	Nationwide	Participant Loans 4.25% -9%		159,527
	Nationwide	The Growth Fund of America R3		989,831
	Nationwide	Astn Frpt MdCap N		441,854
	Nationwide	AllianceBerstein International Value Fund - Class A		235,301
	Nationwide	AllianceBerstein Eq Inc A		37,844
	Nationwide	American Century Equity Income Fund - Advisor Class		671,158
	Nationwide	American Century Inflation Am Cent Infladj Bond Fd Ac		166,005

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name DeBartolo Holdings Retirement Plan

EIN: 34-0652556

Plan Sponsor's Name DeBartolo Holding, LLC

PN: 001

(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
	Nationwide	Baron Small Cap Fund		225,398
	Nationwide	BlackRock International Opportunities Portfolio Investor A Shares		417,246
	Nationwide	Invsco Fin Svc Inv		0
	Nationwide	Delaware Diversified Income Class A		423,511
	Nationwide	Delaware Emerging Mkts A		126,219
	Nationwide	Fidelity Advisor Freedom 2025 Fund - Class A		0
	Nationwide	Fidelity Advisor Freedom 2035 Fund - Class A		986

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name DeBartolo Holdings Retirement Plan

EIN: 34-0652556

Plan Sponsor's Name DeBartolo Holding, LLC

PN: 001

(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
	Nationwide	Fidelity Advisor Freedom 2010 Fund - Class A		18,707
	Nationwide	Fidelity Advisor Freedom 2030 Fund - Class A		496
	Nationwide	Fidelity Advisor Freedom 2040 Fund - Class A		21,821
	Nationwide	NW Investor Destinations Aggressive Fund - Service Class		0
	Nationwide	FidAdv Free 2015 A		3,813
	Nationwide	NW Investor Destinations Moderate Fund - Service Class		181,214
	Nationwide	NW Investor Destinations Moderately Aggressive Fund - Service Class		28,609

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name DeBartolo Holdings Retirement Plan

EIN: 34-0652556

Plan Sponsor's Name DeBartolo Holding, LLC

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(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
	Nationwide	Nationwide Money Market Fund Institutional Class		10,165
	Nationwide	Goldman Sachs Mid Cap Value Fund - Class A		346,144
	Nationwide	Morl Stbl Valu Fd I		566,973
	Nationwide	Eagle Series Tr MdCapStk A		265,310
	Nationwide	Ivy Science & Technology Fund Class Y		73,593
	Nationwide	Prudntl Jnsn Hlth Scnc A		90,151
	Nationwide	John Hancock Classic Value Fund - Class A		43,311

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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(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
	Nationwide	BlkRk LgCap Val A		24,488
	Nationwide	Pioneer Emerg Markets Fd A		59,459
	Nationwide	PIMCO Total Return Fund Class A		335,600
	Nationwide	Pioneer High Yield Fund Class A		80,282
	Nationwide	BlkRk Glbl Alloc Inv A		261,148
	Nationwide	MFS Val A		0
	Nationwide	Opp Commdty Strat Tl Rt A		14,686

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name DeBartolo Holdings Retirement Plan

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Plan Sponsor's Name DeBartolo Holding, LLC

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(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
	Nationwide	Aggregate SDBA Assets		45,223
	Nationwide	DWS RREEF RealEst Sec A		75,792
	Nationwide	Thornburg Core Growth Fd A		6,122
	Nationwide	EV LgCap Val A		462,475
	Nationwide	RdgWrth SmCap Val Eq I		156,949
	Nationwide	NW InvDest Mod Cnsrv Svc		5,231
	Nationwide	NW Mny Mkt Prime		69,340

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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(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
	Nationwide	Buf SmCap		161,207
	Nationwide	PIMCO Ttl Rtn Inst		7,546
	Nationwide	Invsc Divrs Divd Inv		16,037
	Nationwide	EV Floting Rt A		12,769
	Nationwide	JPM Shrt Dur Bd Sel		1,692
	Nationwide	FidAdv Free 2020		5,898
	Nationwide	WR Ivy Hi Inc Y		10,670

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	Nationwide	AmFds EuroPacfc GrR3		0
	Nationwide	NW Inv Dest CnSrv		48,499
	Nationwide	Frost Divd Val !		213,755
	Nationwide	Gdmn Scs Gr Oppr A		133,662
	Nationwide	LedAbt Hi Yld A		313,624
	Nationwide	MFS Int Val		662,115
	Nationwide	NeuBer Genesis		0

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(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
	Nationwide	Prncpl Md Cap Blnd Inst		0
	Nationwide	Opp Devl Mkt		267,465
	Nationwide	Prudntl Unism 2020 Toc		0

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	Nationwide	Participant Loans 4.25% -9%		159,527
	Nationwide	The Growth Fund of America R3		989,831
	Nationwide	Astn Frpt MdCap N		441,854
	Nationwide	AllianceBerstein International Value Fund - Class A		235,301
	Nationwide	AllianceBerstein Eq Inc A		37,844
	Nationwide	American Century Equity Income Fund - Advisor Class		671,158
	Nationwide	American Century Inflation Am Cent Infladj Bond Fd Ac		166,005

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	Nationwide	Baron Small Cap Fund		225,398
	Nationwide	BlackRock International Opportunities Portfolio Investor A Shares		417,246
	Nationwide	Invsco Fin Svc Inv		0
	Nationwide	Delaware Diversified Income Class A		423,511
	Nationwide	Delaware Emerging Mkts A		126,219
	Nationwide	Fidelity Advisor Freedom 2025 Fund - Class A		0
	Nationwide	Fidelity Advisor Freedom 2035 Fund - Class A		986

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	Nationwide	Fidelity Advisor Freedom 2040 Fund - Class A		21,821
	Nationwide	NW Investor Destinations Aggressive Fund - Service Class		0
	Nationwide	FidAdv Free 2015 A		3,813
	Nationwide	NW Investor Destinations Moderate Fund - Service Class		181,214
	Nationwide	NW Investor Destinations Moderately Aggressive Fund - Service Class		28,609

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	Nationwide	Goldman Sachs Mid Cap Value Fund - Class A		346,144
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	Nationwide	Ivy Science & Technology Fund Class Y		73,593
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	Nationwide	Pioneer Emerg Markets Fd A		59,459
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	Nationwide	Pioneer High Yield Fund Class A		80,282
	Nationwide	BlkRk Glbl Alloc Inv A		261,148
	Nationwide	MFS Val A		0
	Nationwide	Opp Commdty Strat Tl Rt A		14,686

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	Nationwide	Aggregate SDBA Assets		45,223
	Nationwide	DWS RREEF RealEst Sec A		75,792
	Nationwide	Thornburg Core Growth Fd A		6,122
	Nationwide	EV LgCap Val A		462,475
	Nationwide	RdgWrth SmCap Val Eq I		156,949
	Nationwide	NW InvDest Mod Cnsrv Svc		5,231
	Nationwide	NW Mny Mkt Prime		69,340

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	Nationwide	PIMCO Ttl Rtn Inst		7,546
	Nationwide	Invsc Divrs Divd Inv		16,037
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	Nationwide	JPM Shrt Dur Bd Sel		1,692
	Nationwide	FidAdv Free 2020		5,898
	Nationwide	WR Ivy Hi Inc Y		10,670

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	Nationwide	AmFds EuroPacfc GrR3		0
	Nationwide	NW Inv Dest CnSrv		48,499
	Nationwide	Frost Divd Val !		213,755
	Nationwide	Gdmn Scs Gr Oppr A		133,662
	Nationwide	LedAbt Hi Yld A		313,624
	Nationwide	MFS Int Val		662,115
	Nationwide	NeuBer Genesis		0

Plan Name	DeBartolo Holdings Retirement Plan	EIN:	34-0652556
Plan Sponsor's Name	DeBartolo Holding, LLC	PN:	001

(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
	Nationwide	Prncpl Md Cap Blnd Inst		0
	Nationwide	Opp Devl Mkt		267,465
	Nationwide	Prudntl Jnism 2020 Toc		0