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
LITTLER MENDELSON 401(K) PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 02/01/1978

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

LITTLER MENDELSON, P.C.

650 CALIFORNIA STREET, 20TH FLOOR
SAN FRANCISCO, CA 94108-2693

2b Employer Identification Number (EIN)
94-2602731

2c Sponsor's telephone number
415-288-6664

2d Business code (see instructions)
541190

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.	10/11/2013	SUZANNE PEREZ
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2254
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**	1697
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	761
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2458
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	2462
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2337
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
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 2S 2T 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
LITTLER MENDELSON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LITTLER MENDELSON, P.C.

D Employer Identification Number (EIN)
94-2602731

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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)

BANK OF AMERICA

95-4660745

(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?
28 50	NONE	180616	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(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 50 64	NONE	18378	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LITMAN GREGORY ASSET MANAGEMENT

68-0362255

(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?
26 50	NONE	13764	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)

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 71 59 62 72	NONE	10205	Yes [X] No [ ]	Yes [X] No [ ]	534	Yes [X] No [ ]

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

DEGREEN CAPITAL MANAGEMENT LLC

26-2334769

(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?
26 50	NONE	8873	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

VISTA CAPITAL PARTNERS INC.

93-1307808

(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?
26 50	NONE	8326	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)

SUMMIT WEALTH MANAGEMENT INC.

59-2421531

(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?
26 50	NONE	8318	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PFM CAPITAL HOLDINGS LLC

46-1391178

(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?
26 50	NONE	8291	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EQUIUS PARTNERS INC.

94-2927404

(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?
26 50	NONE	6867	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)

ROSENBLUM-SILVERMAN-SUTTON SF INC

94-3078542

(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?
26 50	NONE	6780	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 49 50 59 62	NONE	75	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(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

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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
LITTLER MENDELSON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LITTLER MENDELSON, P.C.

D Employer Identification Number (EIN)
94-2602731

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	14667157	16052595
(2) Participant contributions	1b(2)	238544	124729
(3) Other	1b(3)	88313	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14825824	13555403
(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)	141179	176723
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	4066243	4313874
(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)	193007919	240576589
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	42745365	48451016

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	269780544	323250929
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	269780544	323250929

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)	16052595	
(B) Participants	2a(1)(B)	13651261	
(C) Others (including rollovers)	2a(1)(C)	1558891	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		31262747
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13735	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	172094	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		185829
(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)	6219540	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		6219540
(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)		24656169
c Other income	2c		4769214
d Total income. Add all **income** amounts in column (b) and enter total	2d		67093499
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13395833	
(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)		13395833
f Corrective distributions (see instructions)	2f		28362
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)		
(3) Investment advisory and management fees	2i(3)	180616	
(4) Other	2i(4)	18303	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		198919
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13623114
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		53470385
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BURR PILLGER MAYER, INC. **(2)** EIN: 26-3839190

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		400
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		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?	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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
LITTLER MENDELSON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LITTLER MENDELSON, P.C.

D Employer Identification Number (EIN)
94-2602731

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): 42-1558009

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):

LITTLER MENDELSON
401(k) PLAN AND TRUST

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

December 31, 2012

LITTLER MENDELSON
401(k) PLAN AND TRUST

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BPM
BURR PILGER MAYER

600 California Street, Suite 1300, San Francisco, CA 94108
Phone 415.421.5757 Fax 415.288.6288 Email bpm@bpmcpa.com Web bpmcpa.com

INDEPENDENT AUDITORS' REPORT

To the Retirement Committee of
Littler Mendelson 401(k) Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Littler Mendelson 401(k) Plan and Trust (the 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4a - Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Burr Pilger Mayer, Inc.

San Francisco, California
September 27, 2013

LITTLER MENDELSON
401(k) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 22,285,142	$ 23,291,136
Mutual funds	264,144,001	213,254,172
Common stocks	8,201,851	7,056,804
Unit investment trusts	5,439,060	4,208,358
Preferred stocks	1,755,998	1,807,775
Limited partnership interests	176,723	280,320
Corporate and municipal bonds	464,424	529,096
U.S. Governmental securities	532	626
Notes receivable from third parties	292,000	292,000
Total investments	302,759,731	250,720,287
Receivables:		
Notes receivable from participants	4,313,874	4,066,243
Employer contributions receivable	16,052,595	14,667,157
Participant contributions receivable	124,729	238,544
Interest and dividends receivable	-	88,313
Total receivables	20,491,198	19,060,257
Net assets available for benefits	$ 323,250,929	$ 269,780,544

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

LITTLER MENDELSON
401(k) PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2012

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments, net	$ 27,119,986
Interest and dividend income	8,538,672
Total investment income	35,658,658
Interest on notes receivable from participants	172,094
Contributions and rollovers:	
Employer contributions	16,052,595
Participant salary deferrals	13,651,261
Participant rollovers	1,558,891
Total contributions and rollovers	31,262,747
Total additions to net assets	67,093,499
Deductions from net assets attributed to:	
Benefits paid to participants	13,424,195
Administrative expenses	198,919
Total deductions from net assets	13,623,114
Net increase in net assets	53,470,385
Net assets available for benefits:	
Beginning of year	269,780,544
End of year	$ 323,250,929

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

1. Description of Plan

The following description of the Littler Mendelson 401(k) Plan and Trust (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 was adopted by Littler Mendelson (the Company) on February 1, 1978, and was most recently restated effective January 1, 2010. The Plan is defined as a contribution retirement plan of the profit-sharing type containing a cash or deferred arrangement described in Internal Revenue Code Section 401(k). All employees of the Company, excluding law clerks and union employees, are eligible to participate in the Plan on the first day of the month following the date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and certain provisions of the Internal Revenue Code.

Plan Administration

The Company is the administrator of the Plan. As administrator, the Company has exclusive authority and responsibility for all matters in connection with the operation and administration of the Plan. Charles Schwab Bank was the appointed trustee for the Plan in 2012 and 2011, and acted at the direction of the Plan's administrator. The Company paid some of the necessary and proper expenses incurred in the administration of the Plan.

Contributions

The Plan includes automatic enrollment for all eligible employees, which will commence as soon as administratively possible. Deferral contributions for employees entered under the automatic enrollment will be 3%. Employees who elect to participate in the Plan may contribute a portion of their salary up to the limits imposed by Section 402(g) of the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan allows for pre-tax elective deferrals and Roth elective deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions based on employee elective deferrals and non-elective contributions based on compensation. The employer matching contribution is 100% of elective deferrals limited to 5% of compensation, and the non-elective contribution is 5% of compensation integrated with the social security wage base, as determined by the Company's Board of Directors. In order for participants to be eligible for employer contributions they must have 1,000 hours of service during the Plan year. Associates are not eligible for employer contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

Continued

1. **Description of Plan**, continued

Participant Accounts

Each Participant's account is credited with the Participant's and Employer's contributions, Plan earnings or losses, and rollovers from other qualified plans. Plan earnings or losses are allocated based upon each Participant's account balance. Certain fees are charged to the fund investments and are offset against Plan investment income and loss as presented on the statement of changes in net assets available for benefits. Participants should refer to the prospectuses of these funds for details on the various types and amounts of investment fees charged to the Plan and their individual accounts.

Vesting

Participant contributions, rollovers, and net earnings on these contributions, are fully vested when made or earned.

Employer contributions, if any, as well as all earnings on these contributions vest according to the following schedule:

Year of Service	Vesting Percentage
Less Than 3	0%
3	100%

Participants are fully vested upon retirement, death, disability, or Plan termination.

Notes Receivable from Participants

Participants are allowed two note receivables at any time and may borrow from their fund accounts a minimum of $1,000 up to 50% of the value of their account balance, or $50,000, whichever is less. Note receivable terms range from one to five years, except for notes receivable used to purchase a primary residence, which have a maximum term of twenty years. The notes receivable are secured by no more than fifty percent of the balance in the Participant's account and bear interest at a rate commensurate with local prevailing rates at the time the note receivable originates. Interest rates on notes receivable from participants at December 31, 2012 ranged from 4.25% to 11% per annum. Principal and interest are paid in equal installments through payroll deductions, personal checks from employees on leave, or cashier's checks for the full payoff of the notes receivable.

Payments of Benefits

When Participants leave the Employer, upon retirement or for any other reason, those Participants (or their beneficiaries) may receive the full value of their salary deferrals, rollovers, vested employer contributions, and the net earnings thereon in a single lump-sum payment, installment payments, or partial payments as requested by participant. The Plan also allows for in-service withdrawals upon a participant attaining the age of 59½, or having a hardship. In-service withdrawals may be taken from the pre-tax elective deferral account.

Continued

1. **Description of Plan**, continued

Payments of Benefits, continued

In order to receive distributions, Participants (or their beneficiaries) are required to file the appropriate forms with the Plan administrator. Account values will be determined as of the day the distribution is made.

Distributions under the Plan shall generally be made as soon as possible after the date of retirement, date of death, or termination of employment. In the event of a mandatory distribution greater than $1,000 if the participant does not elect to have such distribution paid directly to an eligible retirement plan specified by the Participant in a direct rollover or to receive the distribution directly, then the Plan administrator will pay the distribution in a direct rollover to an Individual Retirement Account designated by the Plan administrator.

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions in percentage increments into a series of mutual funds and the personal choice retirement account offered by the Plan. Participants may change their investment options at any time. In prior years some of the participants invested in some non-standard assets, referred to as alternative investments; however, they are not currently available for investment.

Forfeitures

Forfeitures will be used to reduce future employer contributions. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $102,000 and $78,996, respectively. During the year 2012, forfeited funds in the amount of $90,254 were used to reduce employer contributions.

2. **Summary of Significant Accounting Policies**

Method of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, disclosure of contingent assets and liabilities and changes in net assets available for benefits. Actual results may differ from those estimates.

Continued

2. **Summary of Significant Accounting Policies**, continued

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Recognition of Benefit Payments

Benefits are recorded when paid.

Information Certified by the Trustee

Charles Schwab Bank has prepared and certified as complete and accurate the Plan's schedule of investment assets, transactions, and net realized and unrealized gains and losses on investments, and interest and dividend income, which was used to prepare the accompanying financial statements and supplemental schedules.

The trustee considers certain types of investments to be alternative investments, including any non-traded assets such as private preferred and common stock, certain limited partnerships, and notes receivable from third parties. Participant accounts include alternative investments, which had a fair value of $1,090,052 and $1,194,281 at December 31, 2012 and 2011, respectively. Investments in these alternative investments are not certified by the trustee.

Fair Value of Financial Instruments

Financial instruments are valued at fair value; refer to Note 3 for the investments valuation. Notes receivable are carried at cost which is not significantly different from fair value as notes receivable carry a current market interest rate.

Continued

2. **Summary of Significant Accounting Policies**, continued

Recent Accounting Pronouncements

In October 2012, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) to amend the fair value measurement of investments in defined contribution pension plans to be reduced by brokerage commissions and other selling costs, if significant. This ASU is effective for reporting periods beginning after December 15, 2012, and is not expected to have a material impact on the Plan's financial statements.

3. **Fair Value Measurements**

Accounting Standards for fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under these accounting standards are described below:

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

Level 2–Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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.

Continued

3. **Fair Value Measurements**, continued

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

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

Cash and Cash equivalents: Valued at the closing price reported in the active market in which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Publicly traded common stocks and preferred stocks, corporate and municipal bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Unit investment trusts: Valued by an independent agency, contracted by trustee, using an evaluated price model and inputs including the benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications.

Limited partnership interests and non-publicly traded common and preferred stocks: Valued based on the trustee's receipt of information from independent valuation service providers who use industry-accepted methodologies to determine these values in accordance with GAAP. Industry-accepted methodologies include income approach (discounted cash flow modeling), market approach (comparison to yields currently available for comparable securities of issuers with similar activities and credit ratings), and asset approach (consideration of cost and tangible asset value). Preferred stock and common stock that are not publicly traded are valued in this same manner.

Notes receivable from third parties: Valued at principal balance plus accrued interest.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Continued

3. **Fair Value Measurements**, continued

The following tables set 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	$ 22,285,142	$ -	$ -	$ 22,285,142
Mutual funds:				
Large funds	128,617,877	-	-	128,617,877
Intermediate funds	39,832,833	-	-	39,832,833
Foreign funds	24,950,889	-	-	24,950,889
Small funds	22,447,961	-	-	22,447,961
Mid-cap funds	19,530,277	-	-	19,530,277
World funds	12,399,485	-	-	12,399,485
Moderate allocation	10,340,399	-	-	10,340,399
Technology	983,799	-	-	983,799
Emerging markets	958,573	-	-	958,573
High yield bond	648,615	-	-	648,615
Health	320,737	-	-	320,737
Conservative allocation	154,555	-	-	154,555
Other funds	2,958,001	-	-	2,958,001
Total mutual funds	264,144,001	-	-	264,144,001
Common stocks:				
Technology	1,926,405	-	-	1,926,405
Basic materials	1,012,139	-	-	1,012,139
Industrials	686,632	-	-	686,632
Healthcare services	676,665	-	-	676,665
Energy	655,328	-	-	655,328
Consumer cyclical	597,868	-	-	597,868
Communication services	452,453	-	-	452,453
Consumer defensive	447,214	-	-	447,214
Industrial materials	438,931	-	-	438,931
Financial services	420,758	-	-	420,758
Utilities	221,214	-	-	221,214
Real estate	203,438	-	-	203,438
Other stocks	460,506	-	2,300	462,806
Total common stocks	8,199,551	-	2,300	8,201,851

Continued

3. **Fair Value Measurements**, continued

	Assets at Fair Value as of December 31, 2012, continued			
	Level 1	Level 2	Level 3	Total
Unit investment trusts:				
Large trusts	-	1,300,085	-	1,300,085
Foreign	-	510,143	-	510,143
Diversified emerging markets	-	427,699	-	427,699
Intermediate-term bond	-	411,606	-	411,606
Technology	-	265,079	-	265,079
Inflation-protected bond	-	230,901	-	230,901
Natural res	-	185,772	-	185,772
Equity energy	-	181,612	-	181,612
Emerging markets bond	-	162,276	-	162,276
Commodities	-	161,126	-	161,126
Small trusts	-	157,138	-	157,138
Financial	-	147,662	-	147,662
Health	-	134,637	-	134,637
Mid-cap trusts	-	128,948	-	128,948
Other unit investment trusts	-	1,034,376	-	1,034,376
Total unit investment trusts	-	5,439,060	-	5,439,060
Preferred stocks:				
Commodities broad basket	555,999	-	-	555,999
Domestic stock	414,500	-	-	414,500
Other stock	24,659	-	760,840	785,499
Total preferred stocks	995,158	-	760,840	1,755,998
Limited partnership interests	-	-	176,723	176,723
Corporate and municipal bonds	464,424	-	-	464,424
U.S. Governmental securities	532	-	-	532
Notes receivable from third parties	-	-	292,000	292,000
Total investments	$ 296,088,808	$ 5,439,060	$ 1,231,863	$ 302,759,731

Continued

3. **Fair Value Measurements**, continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 23,291,136	$ -	$ -	$ 23,291,136
Mutual funds:				
Large funds	70,187,755	-	-	70,187,755
Moderate allocation	34,327,268	-	-	34,327,268
Intermediate funds	33,865,856	-	-	33,865,856
Foreign funds	19,468,549	-	-	19,468,549
Small funds	17,926,107	-	-	17,926,107
Mid-cap funds	15,318,362	-	-	15,318,362
World funds	9,978,084	-	-	9,978,084
Technology	901,005	-	-	901,005
High yield bond	655,711	-	-	655,711
Emerging markets	633,362	-	-	633,362
Health	257,550	-	-	257,550
Conservative allocation	143,611	-	-	143,611
Other funds	9,590,952	-	-	9,590,952
Total mutual funds	213,254,172	-	-	213,254,172
Common stocks:				
Technology	1,645,863	-	-	1,645,863
Basic materials	842,287	-	-	842,287
Healthcare services	638,216	-	-	638,216
Industrials	624,120	-	-	624,120
Energy	592,386	-	-	592,386
Industrial materials	476,107	-	-	476,107
Consumer defensive	424,506	-	-	424,506
Consumer cyclical	418,037	-	-	418,037
Financial services	381,351	-	-	381,351
Communication services	250,073	-	-	250,073
Utilities	164,926	-	-	164,926
Real estate	136,488	-	-	136,488
Other stocks	460,144	-	2,300	462,444
Total common stocks	7,054,504	-	2,300	7,056,804

Continued

3. **Fair Value Measurements**, continued

	Assets at Fair Value as of December 31, 2011, continued			
	Level 1	Level 2	Level 3	Total
Unit investment trusts:				
Large trusts	-	926,060	-	926,060
Foreign	-	321,314	-	321,314
Diversified emerging markets	-	258,193	-	258,193
Small trusts	-	244,914	-	244,914
Technology	-	219,494	-	219,494
Natural res	-	217,508	-	217,508
Intermediate-term bond	-	194,687	-	194,687
Emerging markets bond	-	191,748	-	191,748
Inflation-protected bond	-	186,909	-	186,909
Long government	-	163,340	-	163,340
Equity energy	-	161,262	-	161,262
Commodities	-	154,732	-	154,732
Mid-cap trusts	-	102,210	-	102,210
Health	-	97,638	-	97,638
Financial	-	69,096	-	69,096
Other unit investment trusts	-	699,253	-	699,253
Total unit investment trusts	-	4,208,358	-	4,208,358
Preferred stocks:				
Commodities broad basket	523,033	-	-	523,033
Domestic stock	411,229	-	-	411,229
Other stock	112,673	-	760,840	873,513
Total preferred stocks	1,046,935	-	760,840	1,807,775
Limited partnership interests	-	-	280,320	280,320
Corporate and municipal bonds	529,096	-	-	529,096
U.S. Governmental securities	626	-	-	626
Notes receivable from third parties	-	-	292,000	292,000
Total investments	$ 245,176,469	$ 4,208,358	$ 1,335,460	$ 250,720,287

The carrying amounts equal fair value of the Plan's financial instruments at December 31, 2012 and 2011.

Continued

3. **Fair Value Measurements**, continued

Level 3 Gains and Losses

The table below 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				
	Preferred Stocks	Common Stocks	Limited Partnerships	Notes Receivable from Third Parties	Total
Balance, beginning of year	$ 760,840	$ 2,300	$ 280,320	$ 292,000	$ 1,335,460
Purchases and issuances	-	-	2,632	-	2,632
Realized gains	-	-	(75,000)	-	(75,000)
Unrealized gains relating to instruments still held at the reporting date	-	-	(31,229)	-	(31,229)
Sales and settlements	-	-	-	-	-
Balance, end of year	$ 760,840	$ 2,300	$ 176,723	$ 292,000	$ 1,231,863

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

Instrument	Fair Value	Valuation Technique	Unobservable Inputs
Preferred Stocks	$ 760,840	Market approach	Value of liquidation date, discount rate, time of liquidity
Common Stocks	$ 2,300	Market approach	Value of liquidation date, discount rate, time of liquidity
Limited Partnerships	$ 176,723	Market approach	Value of liquidation date, discount rate, time of liquidity
Notes Receivable from Third Parties	$ 292,000	Principal plus accrued interest	Interest rates

Continued

4. Investments

The following presents the fair values of investments and those individual investments representing five percent (5%) or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Investments, at fair value:		
Cash and cash equivalents		
Schwab Value Advantage Fund	$ - *	$ 14,825,824
Other cash and cash equivalents (individually less than 5%)	22,285,142	8,465,312
Total cash and cash equivalents	22,285,142	23,291,136
Mutual funds:		
Growth Fund of America R4	41,319,039	33,513,241
MFS Total Return A	30,906,350	26,866,000
Pimco Total Return Fund	28,419,648	23,159,811
Schwab S&P 500 Index Fund	23,151,023	17,335,087
Europacific Growth R4	22,049,485	17,061,713
Other mutual funds (individually less than 5%)	118,298,456	95,318,320
Total mutual funds	264,144,001	213,254,172
Common stocks	8,201,851	7,056,804
Unit investment trusts	5,439,060	4,208,358
Preferred stocks	1,755,998	1,807,775
Limited partnership interests	176,723	280,320
Corporate and municipal bonds	464,424	529,096
U.S. Governmental securities	532	626
Notes receivable from third parties	292,000	292,000
Total investments	$ 302,759,731	$ 250,720,287

* Balance is below 5% of net assets; therefore, it is included with other cash and cash equivalents (individually less than 5%).

Continued

4. **Investments**, continued

The Plan's investments, including investments bought, sold, and held during the year, appreciated (depreciated) in value by $27,119,986 in 2012, as follows:

Mutual funds	$ 25,982,851
Common stocks	707,177
Unit investment trusts	465,695
Preferred stocks	62,187
Limited partnership interests	(106,229)
Corporate and municipal bonds	8,316
U.S. Governmental securities	(11)
Net change in fair value	$ 27,119,986

5. **Information Prepared and Certified by Trustee** (unaudited)

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as complete and accurate by Charles Schwab Bank:

	2012	2011
Investments, at fair value	$ 301,669,679	$ 249,526,004
Notes receivable from participants	$ 4,306,967	$ 4,050,285
Interest and dividend income	$ 8,538,672	N/A
Interest on notes receivable from participants	$ 181,145	N/A
Net appreciation in fair value of investments, net	$ 27,095,473	N/A

At December 31, 2012 and 2011, alternative investments of $1,090,052 and $1,194,283, respectively, and accrued interest added to notes receivable from participants in the amounts of $6,907 and $15,958, respectively, are not certified by the trustee, including the net activity on such accounts. Certified report is on a cash basis; therefore, the interest on notes receivable from participants is adjusted for the net change from prior year accrual and current year accrual, and net appreciation is adjusted for the income earned on the alternative investments.

6. **Party-in-Interest Transactions**

Certain Plan investments in mutual funds are managed by Charles Schwab Bank, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan, and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Continued

7. Tax Status

The Plan uses a prototype plan document sponsored by Charles Schwab Trust Company. Charles Schwab Trust Company received an opinion letter from the IRS dated May 23, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provisions for income tax have been included in the Plan's financial statements.

United States GAAP 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 by the IRS. 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 2009.

8. Plan Termination

Littler Mendelson has established the Plan with the intention and expectation that the Plan will continue indefinitely. However, Littler Mendelson reserves the right at any time to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, distributions will be made to Participants as described in the Plan agreement.

9. Risks and Uncertainties

The Plan provides for various investment options in any combination of mutual funds and a personal choice retirement account offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

10. Subsequent Events

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through September 27, 2013, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since December 31, 2012 that requires recognition or disclosure in such financial statements.

SUPPLEMENTAL SCHEDULES

LITTLER MENDELSON
401(k) PLAN AND TRUST
EIN: 94-2602731

Plan Number 003

Schedule H, Line 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
*	Schwab Value Advantage Fund	Money market fund	$ 13,555,403
	Growth Fund of America R4	Mutual fund	$ 41,319,039
	MFS Total Return A	Mutual fund	$ 30,906,350
	Pimco Total Return Fund	Mutual fund	$ 28,419,648
*	Schwab S&P 500 Index Fund	Mutual fund	$ 23,151,023
	Europacific Growth R4	Mutual fund	$ 22,049,485
	Invesco Van Kampen Comstock Y	Mutual fund	$ 15,320,135
	Allianze NFJ Small Cap Val Adm	Mutual fund	$ 12,021,834
	Pimco Mortgage Backed Sec Adm	Mutual fund	$ 9,430,560
	Oppenheimer Global Fund CL Y	Mutual fund	$ 11,173,756
	Baron Asset Fund	Mutual fund	$ 7,005,294
	Buffalo Small Cap	Mutual fund	$ 9,263,572
	Loomis Sayles Bond Fund	Mutual fund	$ 9,774,164
	American Funds Balanced Fund R4	Mutual fund	$ 7,701,553
	JP Morgan Mid Cap Val Select	Mutual fund	$ 10,031,793
	Income Fund of America R4	Mutual fund	$ 1,953,242
	Algodon Global Prop., LLC	Limited partnership interest	$ 16,853
	Central Self Storage Investors II	Limited partnership interest	$ 9,167
	Central Self Storage Investors V	Limited partnership interest	$ 8,891
	Bella Vista Cap	Preferred stock	$ 760,840
	San Mateo Financial Corp	Common stock	$ 2,300
	Notes Receivable from Third Parties	Various interest rates and maturities	$ 292,000
	Personal Choice Retirement Account	Self-directed brokerage accounts	$ 48,592,829
*	Participant Loans	4.25% to 11%, various maturities	$ 4,313,874

* Party-in-interest

LITTLER MENDELSON
401(k) PLAN AND TRUST
EIN: 94-2602731

Plan Number 003

Schedule H, Line 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

for the year ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and Prohibited Transaction Exemption 2002-51
$ 400	$ 400 [1]	$ -	$ -	$ -

[1] Represents delinquent participant contributions in 2012. The Company remitted the delinquent participant contributions to the Plan in 2013. The Company filed the required Form 5330, Return of Excise Taxes Related to the Employee Benefit Plans.

LITTLER MENDELSON 401(K) PLAN AND TRUST

Schedule C, Part 1, Line 3 - Service provider Indirect Compensation Information

December 31, 2012

EIN NUMBER: 94-2602731

PLAN NUMBER: 003

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.01 - 0.18% of average daily balance of assets
American Funds	95-1411037	Rate of 0.18% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.21% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.21% of average daily balance of asset(s)
Invesco	58-2287224	Rate of 0.11% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.13% of average daily balance of asset(s)
MFS	Not Available	Rate of 0.24% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.11% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.13% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.01 - 0.13% of average daily balance of assets

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.02 - 0.40% of average daily balance of assets
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Range of 0.31 - 0.50% of average daily balance of assets
American Funds	95-1411037	Range of 0.12 - 0.37% of average daily balance of assets
AQR Funds	Not Available	Rate of 0.10% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Aston	20-4747475	Range of 0.06 - 0.40% of average daily balance of assets
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BBH	36-4469928	Rate of 0.10% of average daily balance of asset(s)
BlackRock	04-6171663	Rate of 0.05% of average daily balance of asset(s)
Brandywine	83-0334121	Rate of 0.07% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Century Funds	87-0381220	Rate of 0.40% of average daily balance of asset(s)
Chase	13-4994650	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.10% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.10 - 0.50% of average daily balance of assets
Delaware Investments	23-2693133	Rate of 0.05% of average daily balance of asset(s)
Diamond Hill Funds	31-6547095	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Rate of 0.10% of average daily balance of asset(s)
Dreman	22-3499132	Rate of 0.40% of average daily balance of asset(s)
Dreyfus	13-2614959	Range of 0.06 - 0.35% of average daily balance of assets
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Eagle Funds	59-2385219	Rate of 0.50% of average daily balance of asset(s)
Eaton Vance	04-2718215	Range of 0.07 - 0.50% of average daily balance of assets
Federated	25-1111467	Range of 0.30 - 0.75% of average daily balance of assets
Fidelity Investments	06-1194217	Rate of 0.65% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
FMI Funds	39-1861095	Rate of 0.45% of average daily balance of asset(s)
Forward Funds	23-2696899	Rate of 0.10% of average daily balance of asset(s)
FPA	04-3118452	Rate of 0.06% of average daily balance of asset(s)
Franklin Templeton Investment Funds	13-2670991	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Goldman Sachs	Not Available	Range of 0.10 - 0.50% of average daily balance of assets
GoodHaven	Not Available	Rate of 0.10% of average daily balance of asset(s)
Harbor	04-2679462	Range of 0.03 - 0.43% of average daily balance of assets
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)

LITTLER MENDELSON 401(K) PLAN AND TRUST

Schedule C, Part 1, Line 3 - Service provider Indirect Compensation Information

December 31, 2012

ING Funds	95-4516049	Rate of 0.25% of average daily balance of asset(s)
Intrepid Funds	59-3274026	Range of 0.10 - 0.40% of average daily balance of assets
Invesco	58-2287224	Range of 0.40 - 0.65% of average daily balance of assets
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
John Hancock	04-3483032	Range of 0.10 - 0.50% of average daily balance of assets
JPMorgan	13-2624428	Rate of 0.50% of average daily balance of asset(s)
Laudus Funds	94-3106735	Range of 0.10 - 0.20% of average daily balance of assets
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
MainStay	52-2206685	Range of 0.40 - 0.50% of average daily balance of assets
Managers Funds	06-1298481	Range of 0.10 - 0.50% of average daily balance of assets
Manning & Napier	16-0995736	Range of 0.10 - 0.40% of average daily balance of assets
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
MFS	Not Available	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Range of 0.04 - 0.35% of average daily balance of assets
Neuberger Berman	13-5521910	Rate of 0.50% of average daily balance of asset(s)
Northern Funds	39-1777365	Range of 0.20 - 0.25% of average daily balance of assets
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.50% of average daily balance of asset(s)
Osterweis	94-2871718	Rate of 0.06% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
Perritt	04-3788672	Rate of 0.40% of average daily balance of asset(s)
Pioneer Investments	13-5657669	Rate of 0.10% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
Prudential Investments	22-3703799	Rate of 0.10% of average daily balance of asset(s)
Putnam	36-4488942	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.20% of average daily balance of asset(s)
River Park Funds	Not Available	Rate of 0.10% of average daily balance of asset(s)
Royce	52-2343049	Range of 0.06 - 0.45% of average daily balance of assets
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Saturna Capital	91-1454817	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Selected Funds	85-0360310	Rate of 0.40% of average daily balance of asset(s)
Sentinel	22-0966590	Rate of 0.40% of average daily balance of asset(s)
Sit	41-1404829	Rate of 0.40% of average daily balance of asset(s)
Sound Shore	06-1332926	Rate of 0.40% of average daily balance of asset(s)
State Street Global Advisors	42-1704580	Rate of 0.30% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.03% of average daily balance of asset(s)
Thornburg	85-0301299	Range of 0.05 - 0.60% of average daily balance of assets
Touchstone	31-0487145	Rate of 0.03% of average daily balance of asset(s)
Transamerica	94-0932740	Rate of 0.10% of average daily balance of asset(s)
Turner Funds	23-2587824	Rate of 0.40% of average daily balance of asset(s)
Value Line	13-3139843	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Range of 0.35 - 0.40% of average daily balance of assets
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)
Westcore	84-1284659	Rate of 0.40% of average daily balance of asset(s)
Westwood	04-1983910	Rate of 0.07% of average daily balance of asset(s)
William Blair	36-2214610	Rate of 0.40% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: **Littler Mendelson, P.C**
NAME OF PLAN: **Littler Mendelson 401(k) Plan and Trust**
EIN: **94-2602731**
PLAN NUMBER: **003**

(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
*	PARTICIPANT LOANS	Loans (4.25% - 11.00%)		4,313,874
*	SCHWAB VALUE ADVANTAGE FUND	Money Market / Cash Equivalent		13,555,403
	PCRA	Self-Directed Brokerage Account		48,451,016
	ALLIANZ NFJ SMALL CAP VAL ADM	Registered Investment Company		12,021,834
	AMERICAN FUNDS BALANCED R4	Registered Investment Company		7,701,553
	BARON ASSET FUND	Registered Investment Company		7,005,294
	BUFFALO SMALL CAP	Registered Investment Company		9,263,572
	EUROPACIFIC GROWTH R4	Registered Investment Company		22,049,486
	GROWTH FUND OF AMERICA R4	Registered Investment Company		41,319,039
	INCOME FUND OF AMERICA R4	Registered Investment Company		1,953,241
	INVESCO COMSTOCK Y	Registered Investment Company		15,320,135
	JP MORGAN MID CAP VAL SELECT	Registered Investment Company		10,031,793
	LOOMIS SAYLES BOND FUND	Registered Investment Company		9,774,164
	MFS TOTAL RETURN A	Registered Investment Company		30,906,351
	OPPENHEIMER GLOBAL FD CLASS Y	Registered Investment Company		11,173,756
	PIMCO MORTGAGE BACKED SEC ADM	Registered Investment Company		9,430,560
	PIMCO TOTAL RETURN FUND	Registered Investment Company		28,419,648
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		23,151,023
	ASSET LTK MF 05	Registered Investment Company		1,055,140
	LIMITED PARTNERSHIP	Limited Partnership		176,723

Attachment to 2012 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name LITTLER MENDELSON 401(K) PLAN AND TRUST **EIN:** 94-2602731
Plan Sponsor's Name LITTLER MENDELSON, P.C. **PN:** 003

	Total that Constitute Nonexempt Prohibitied Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	400	0	0	0