Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/2001

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

LIPSON, ALPORT, GLASS, & ASSOCIATES

422 RUBY STREET
CLARENDON HILLS, IL 60514

2b Employer Identification Number (EIN) 51-0409505

2c Sponsor's telephone number 630-677-2725

2d Business code (see instructions) 541400

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.	10/14/2013	LOIS BEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	LOIS BEE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	174
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**	0
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	106
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	106
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	106
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**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2J 2K 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)** [X] 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)** [X] 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)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)	Insurance 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.** ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	**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	**B** Three-digit plan number (PN) ▶
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
LIPSON, ALPORT, GLASS, & ASSOCIATES	51-0409505

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

GENWORTH LIFE AND ANNUITY INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year **(f)** From	**(g)** To
54-0283385	65536	GV0000032	0	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid **(c)** Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid **(c)** Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☒ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year		**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**		
	(2) Dividends and credits	**7c(2)**		
	(3) Interest credited during the year	**7c(3)**		
	(4) Transferred from separate account	**7c(4)**		
	(5) Other (specify below)	**7c(5)**		
	▶			
	(6)Total additions		**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).		**7d**	
e	Deductions:			
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**		
	(2) Administration charge made by carrier	**7e(2)**		
	(3) Transferred to separate account	**7e(3)**		
	(4) Other (specify below)	**7e(4)**		
	▶			
	(5) Total deductions		**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)		**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIPSON, ALPORT, GLASS, & ASSOCIATES

D Employer Identification Number (EIN)
51-0409505

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

PNC BANK, N.A.

25-1211909

(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?
59 60 63	TRUSTEE	3007	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 [ ]

(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
PNC BANK, N.A.	60 63	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.
AMERICAN FUNDS - AMERICAN BALANCED 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
AMERICAN FUNDS - EUROPACIFIC GROWTH 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
AMERICAN FUNDS - GROWTH FUND OF AME 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

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
PNC BANK, N.A.	60 63	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.
AMERICAN FUNDS - WASHINGTON MUTUAL 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VALUE FUND INV 875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202	35 BASIS POINTS ANNUALLY-60

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
BLACKROCK CORE BOND PORTFOLIO A 40 EAST 52ND STREET NEW YORK, NY 10022	20 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

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
PNC BANK, N.A.	60 63	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.
BLACKROCK INDEX EQUITY FUND A	40 EAST 52ND STREET NEW YORK, NY 10022	4 BASIS POINTS ANNUALLY-60 15 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	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.
DREYFUS BOND MARKET INDEX INV	200 PARK AVENUE NEW YORK, NY 10166	25 BASIS POINTS ANNUALLY-59

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	59 60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FEDERATED MID-CAP INDEX FUND SS	FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222	25 BASIS POINTS ANNUALLY-59 5 BASIS POINTS ANNUALLY-60

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
PNC BANK, N.A.	60 63	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.
FIDELITY ADVISOR STOCK SELECTOR MID	82 DEVONSHIRE ST. BOSTON, MA 02109	10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	59 60 63	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.
INVESCO SMALL CAP GROWTH FUND A	1555 PEACHTREE STREET, N.E. ATLANTA, GA 30309	5 BASIS POINTS ANNUALLY-59 25 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
JANUS GROWTH AND INCOME FUND S	151 DETROIT STREET DENVER, CO 80206	25 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

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
PNC BANK, N.A.	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.
PNC INVESTMENT CONTRACT FUND X	620 LIBERTY AVENUE PITTSBURGH, PA 15222	75 BASIS POINTS ANNUALLY-59

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
ROYCE PREMIER FUND SVC	745 5TH AVENUE, 24TH FLOOR NEW YORK, NY 10151	10 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
T. ROWE PRICE RETIREMENT 2010 FUND	100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

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
PNC BANK, N.A.	60 63	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.
T. ROWE PRICE RETIREMENT 2020 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
T. ROWE PRICE RETIREMENT 2030 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	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.
T. ROWE PRICE RETIREMENT 2040 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

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
PNC BANK, N.A.	60 63	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.
T. ROWE PRICE RETIREMENT 2050 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	63	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.
GENWORTH CLEARCOURSE FUND 6610 WEST BROAD STREET RICHMOND, VA 23230	25 BASIS POINTS - ANNUALLY 63

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LIPSON, ALPORT, GLASS, & ASSOCIATES

D Employer Identification Number (EIN)
51-0409505

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PNC EBT INVESTMENT CONTRACT FUND

b Name of sponsor of entity listed in (a): PNC BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-1197336-001	C	572750

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

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b Name of plan sponsor | **c** EIN-PN

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b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

SCHEDULE H (Form 5500)	Financial 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), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **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
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIPSON, ALPORT, GLASS, & ASSOCIATES

D Employer Identification Number (EIN)
51-0409505

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)	49970	
(2) Participant contributions	1b(2)	63538	
(3) Other	1b(3)		
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)	47344	0
(9) Value of interest in common/collective trusts	1c(9)	1430086	572750
(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)	10194912	1964945
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2453	0
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11788303	2537695
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	11788303	2537695

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
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)		
(E) Participant loans	2b(1)(E)	249	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		249
(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)	121883	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		121883
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3004	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2704	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		300
(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)		18931
(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)		1169556
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1310919
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10557765	
(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)		10557765
f Corrective distributions (see instructions)	2f		755
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)		
(4) Other	2i(4)	3007	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3007
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		10561527
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-9250608
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: ECONOMOU & FLOOD, P.C. **(2)** EIN: 31-1120201

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		588822
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. [X] **Yes** [ ] **No** **Amount:** 0

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)	Retirement Plan 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 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.**	**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
LIPSON, ALPORT, GLASS, & ASSOCIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIPSON, ALPORT, GLASS, & ASSOCIATES

D Employer Identification Number (EIN)
51-0409505

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): 25-1211909 _____

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):

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN

December 31, 2012 and 2011

INDEX

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Economou & Flood, P.C.
Certified Public Accountants

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Cincinnati, Ohio 45249
(513) 683-8829
Fax (513) 683-5820

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Lipson, Alport, Glass & Associates 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN** (the "Plan"), which comprise the statement of net assets in liquidation as of December 31, 2012, the related statement of change in net assets in liquidation available for benefits for the year then ended, the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 F, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and delinquent participant contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules referred to above.

Report of 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.

Cronmow & Flood, P.C.

Cincinnati, Ohio
October 4, 2013

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

ASSETS	LIQUIDATION BASIS 2012	2011
Investments, at fair value (Notes F and I)	$ 2,537,695	$ 11,627,451
Receivables		
Employee deferral receivable	-	63,538
Employer contribution receivable	-	49,970
Notes receivable from participants	-	47,344
	-	160,852
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,537,695	$ 11,788,303

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

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Years ended December 31,

	LIQUIDATION BASIS 2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Participants' elective salary deferrals	$ -	$ 382,492
Employer matching contributions	-	49,970
Rollovers	-	58,942
Interest, dividends, capital gain distributions and other	122,132	293,427
Net appreciation (depreciation) in fair value of investments	1,188,787	(344,525)
Total additions	1,310,919	440,306
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid and withdrawals by participants	10,558,520	841,857
Plan administrative expenses	3,007	-
Total deductions	10,561,527	841,857
NET DECREASE	(9,250,608)	(401,551)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	11,788,303	12,189,854
End of year	$ 2,537,695	$ 11,788,303

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

NOTE A - DESCRIPTION OF PLAN

The following description of the Lipson, Alport, Glass & Associates (Company) 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan and was established August 1, 2001, to provide a retirement savings plan for all eligible employees of Lipson, Alport, Glass & Associates. All employees who have completed three months of service and who are at least 21 years old are eligible participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Participants of the Plan may contribute, through an elective payroll deduction, up to 16 percent of annual compensation, limited to a maximum in any calendar year as set forth in the Internal Revenue Code (the Code). Participants can choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two. In addition, the Employer may make a matching contribution to each participant based on his or her elective deferral. The Company may also contribute additional amounts determined in its sole judgment.

3. Vesting

Participants are immediately vested in their Elective Deferrals, Qualified Non-Elective Contributions, Rollover Contributions, plus or minus any associated earnings or losses. Other contributions and the earnings or losses thereon, vest as follows:

1 year of service	25% vested
2 years of service	50% vested
3 years of service	75% vested
4 years of service	100% vested

For purposes of vesting, participants are considered to have completed one year of service upon completing 1,000 hours of service at any time during the Plan Year.

4. Participant Loans

Participant loans are permitted under the Plan. A participant must make a loan application to the Plan Administrator. If approved, the loan is evidenced by a promissory note bearing a market rate of interest over a certain term.

5. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period not to extend beyond the expected life of the participant and a designated beneficiary.

NOTE A - DESCRIPTION OF PLAN (continued)

6. Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,870 and $10,202, respectively. These amounts are used to reduce Company contributions or pay expenses of the Plan.

7. Subsequent Events

Subsequent events have been evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements as of and for the year ended December 31, 2012 are prepared using the liquidation basis of accounting (see Note D). The accompanying financial statements as of and for the year ended December 31, 2011 are prepared using the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

4. Payment of Benefits

Benefits are recorded when paid.

5. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

NOTE C - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by PNC Bank, N.A. PNC is the custodian, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions

NOTE D - PLAN TERMINATION

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In late 2011, the Company sold substantially all of its assets to another entity and all employees ceased employment with the Company at that time. Employee deferral contributions to the Plan and related employer match contributions also ceased at that time.

In connection with the sale, it was the intent of the Company's management to terminate the Plan. On July 18, 2012, the Company formally passed a resolution to terminate the plan. Final distributions are being determined based on all participants being 100% vested and are being made as soon as possible under the provisions of the Plan. In connection with the termination of the plan, the Plan has changed its basis of accounting used to value plan assets from the ongoing plan basis to the liquidation basis for periods after December 31, 2012 (see Note B).

NOTE E - TAX STATUS

The Trust established under the Plan is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the Plan's net investment income is exempt from income taxes. The Plan has been provided an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype plan adopted by the Plan Sponsor, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. However, the Plan has been amended since the opinion letter was issued. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date.

NOTE F - INVESTMENTS

All investment information disclosed in the accompanying financial statements and schedules in total and by fund, including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends, capital gain distributions and other income for the years ended December 31, 2012 and 2011, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by PNC Bank, trustee.

All investments of the Plan are participant directed. During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated (depreciated) in value by $1,188,787 and $(344,525) respectively, as follows:

	2012	2011
Mutual funds	$ 1,169,556	$ (367,265)
Common/collective trust	18,931	22,748
Group variable annuity	300	(8)
	$ 1,188,787	$ (344,525)

NOTE F – INVESTMENTS (continued)

Investments consist of the following at December 31:

	2012		2011	
PNC Investment Contract Fund	$ 572,750	*	$ 1,430,084	*
BlackRock Core Bond Total Return Fund Class A	94,890		990,150	*
American Balanced Fund	192,707	*	1,434,852	*
Washington Mutual Investors Fund	257,443	*	953,627	*
BlackRock Index Equity Fund Class A	223,051	*	921,663	*
Artisan Mid Cap Value Fund	18,663		366,769	
T. Rowe Price Retirement 2050 Fund	11,010		18,642	
T. Rowe Price Retirement 2040 Fund	62,478		114,940	
T. Rowe Price Retirement 2030 Fund	20,668		94,331	
T. Rowe Price Retirement 2020 Fund	61		279	
T. Rowe Price Retirement 2010 Fund	7,236		6,461	
EuroPacific Growth Fund	200,895	*	997,899	*
Growth Fund of America	297,734	*	1,464,950	*
Fidelity Advisor Mid Cap Fund	106,772		404,421	
AIM Small Cap Growth Fund	63,887		399,290	
Royce Premier Fund	159,268	*	858,466	*
Federated Mid Cap Index Fund	195,592	*	880,425	*
Janus Growth & Income Fund Class S	52,418		179,428	
Dreyfus Bond Market Index Investors	172		108,321	
ClearCourse Group Variable Annuity	-		2,453	
	$ 2,537,695		$ 11,627,451	

* Represents 5% or more of the Plan's net assets.

NOTE G - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of shares of mutual funds and a common/collective trust, are held by PNC Bank. Employee and Company contributions are held and managed by PNC Bank, which invests cash received and interest and dividend income, and makes distributions to participants, and administers the payment of interest and principal on participant loans. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses are substantially paid by the Company.

NOTE H – RISKS AND UNCERTAINTIES

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

NOTE I – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable 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.

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

The collective investment trust is valued based on the market value of its underlying investments. This fund contains synthetic investment contracts comprised of both underlying investment and contractual components which have observable Level 1 or Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets. The group variable annuity invests primarily in common stocks and fixed income securities. Quoted market prices (Level 1) are used to value underlying investments, when available. Other underlying assets not valued at quoted market prices generally have observable Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

NOTE I – FAIR VALUE MEASUREMENTS (continued)

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

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Common/collective trust fund	$ 572,750	$ -	$ 572,750
Mutual funds:			
Asset allocation fund	192,707	192,707	-
Fixed income funds	95,063	95,063	-
Foreign fund	200,895	200,895	-
Growth funds	680,079	680,079	-
Index funds	418,643	418,643	-
Target date funds	101,452	101,452	-
Value funds	276,106	276,106	-
	1,964,945	1,964,945	-
Total assets at fair value	$ 2,537,695	$ 1,964,945	$ 572,750
December 31, 2011			
Common/collective trust fund	$ 1,430,084	$ -	$ 1,430,084
Group variable annuity	2,453	-	2,453
Mutual funds:			
Asset allocation fund	1,434,852	1,434,852	-
Fixed income funds	1,098,471	1,098,471	-
Foreign fund	997,899	997,899	-
Growth funds	3,306,555	3,306,555	-
Index funds	1,802,088	1,802,088	-
Target date funds	234,653	234,653	-
Value funds	1,320,396	1,320,396	-
	10,194,914	10,194,914	-
Total assets at fair value	$ 11,627,451	$ 10,194,914	$ 1,432,537

SUPPLEMENTAL SCHEDULES

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2012

Plan #001
Employer Identification #51-0409505

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 Corrections in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$588,822		$588,822		

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Plan #001
Employer Identification #51-0409505

(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
*	PNC Investment Contract Fund	Common/Collective Trust	Participant Directed	$ 572,750
*	BlackRock Core Bond Total Return Fund Class A	Mutual Fund	Participant Directed	94,890
	American Balanced Fund	Mutual Fund	Participant Directed	192,707
	Washington Mutual Investors Fund	Mutual Fund	Participant Directed	257,443
*	BlackRock Index Equity Fund Class A	Mutual Fund	Participant Directed	223,051
	Artisan Mid Cap Value Fund	Mutual Fund	Participant Directed	18,663
	T. Rowe Price Retirement 2050 Fund	Mutual Fund	Participant Directed	11,010
	T. Rowe Price Retirement 2040 Fund	Mutual Fund	Participant Directed	62,478
	T. Rowe Price Retirement 2030 Fund	Mutual Fund	Participant Directed	20,668
	T. Rowe Price Retirement 2020 Fund	Mutual Fund	Participant Directed	61
	T. Rowe Price Retirement 2010 Fund	Mutual Fund	Participant Directed	7,236
	EuroPacific Growth Fund	Mutual Fund	Participant Directed	200,895
	Janus Growth & Income Fund Class S	Mutual Fund	Participant Directed	52,418
	Growth Fund of America	Mutual Fund	Participant Directed	297,734
	Fidelity Advisor Mid Cap Fund	Mutual Fund	Participant Directed	106,772
	AIM Small Cap Growth Fund	Mutual Fund	Participant Directed	63,887
	Royce Premier Fund	Mutual Fund	Participant Directed	159,268
	Federated Mid-Cap Index Fund	Mutual Fund	Participant Directed	195,592
	Dreyfus Bond Market Index Investors	Mutual Fund	Participant Directed	172
				$ 2,537,695

* Represents party-in-interest

PNC INSTITUTIONAL INVESTMENTS

CERTIFICATION FOR ENCLOSURE WITH FORM 5500

April 2013

Re: PNC Investment Contract Fund
Audited Financials 2012

Dear Plan Sponsor:

As a part of our ongoing commitment to you enclosed you will find the annual audited financial statement for the PNC Investment Contract Fund for 2012. Our records indicate your plan held a position in the fund as of December 31, 2012.

We certify that pursuant to Department of Labor Regulations §2520.103-9(c) the Fund Trustee will file with the Department of Labor on or before the filing due date a Form 5500 for the 2012 calendar year for the collective trust listed below. This filing will include an annual Statement of Assets and Liabilities for the following PNC Bank Collective Investment Trust Funds held by Employee Benefits plans:

FUND	TRUST NO.	FUND EIN
PNC EBT Investment Contract Fund	**1028398**	**25-1197336**

As always, if you have any questions or need any additional information, please do not hesitate to contact us at 800-762-0061.

I, Sherri L. Painter, Senior Vice President, certify the accuracy and completeness of the information provided in this certification and in the above-described Statement of Assets and Liabilities.

Sincerely,

Sherri L. Painter

Sherri L. Painter
Senior Vice President
Director, Vested Interest Plan Administration

Cc: Enclosure

The PNC Financial Services Group, Inc. ("PNC") uses the service marks "PNC Wealth Management", "PNC Institutional Investments" and "Hawthorn PNC Family Wealth" to provide investment and wealth management, fiduciary services, non-discretionary defined contribution plan services and investment options, FDIC-insured banking products and services and lending of funds through its subsidiary, PNC Bank, National Association, which is a **Member FDIC**, and uses the service marks "PNC Wealth Management" and "Hawthorn PNC Family Wealth" to provide certain fiduciary and agency services through its subsidiary, PNC Delaware Trust Company. PNC does not provide legal, tax or accounting advice. PNC does not provide investment advice to Vested Interest plan sponsors or participants.

Investments: Not FDIC Insured. No Bank Guarantee. May Lose Value.
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A member of The PNC Financial Services Group
Two PNC Plaza 620 Liberty Avenue Pittsburgh Pennsylvania 15222
www.pnc.com

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN

December 31, 2012 and 2011

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Economou & Flood, P.C.
Certified Public Accountants

8829 Chapelsquare Drive, Suite B
Cincinnati, Ohio 45249
(513) 683-8829
Fax (513) 683-5820

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Lipson, Alport, Glass & Associates 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN** (the "Plan"), which comprise the statement of net assets in liquidation as of December 31, 2012, the related statement of change in net assets in liquidation available for benefits for the year then ended, the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 F, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and delinquent participant contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules referred to above.

Report of 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.

Cronmow & Flood, P.C.

Cincinnati, Ohio
October 4, 2013

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

ASSETS	LIQUIDATION BASIS 2012	2011
Investments, at fair value (Notes F and I)	$ 2,537,695	$ 11,627,451
Receivables		
Employee deferral receivable	-	63,538
Employer contribution receivable	-	49,970
Notes receivable from participants	-	47,344
	-	160,852
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,537,695	$ 11,788,303

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

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Years ended December 31,

	LIQUIDATION BASIS 2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Participants' elective salary deferrals	$ -	$ 382,492
Employer matching contributions	-	49,970
Rollovers	-	58,942
Interest, dividends, capital gain distributions and other	122,132	293,427
Net appreciation (depreciation) in fair value of investments	1,188,787	(344,525)
Total additions	1,310,919	440,306
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid and withdrawals by participants	10,558,520	841,857
Plan administrative expenses	3,007	-
Total deductions	10,561,527	841,857
NET DECREASE	(9,250,608)	(401,551)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	11,788,303	12,189,854
End of year	$ 2,537,695	$ 11,788,303

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

NOTE A - DESCRIPTION OF PLAN

The following description of the Lipson, Alport, Glass & Associates (Company) 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan and was established August 1, 2001, to provide a retirement savings plan for all eligible employees of Lipson, Alport, Glass & Associates. All employees who have completed three months of service and who are at least 21 years old are eligible participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Participants of the Plan may contribute, through an elective payroll deduction, up to 16 percent of annual compensation, limited to a maximum in any calendar year as set forth in the Internal Revenue Code (the Code). Participants can choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two. In addition, the Employer may make a matching contribution to each participant based on his or her elective deferral. The Company may also contribute additional amounts determined in its sole judgment.

3. Vesting

Participants are immediately vested in their Elective Deferrals, Qualified Non-Elective Contributions, Rollover Contributions, plus or minus any associated earnings or losses. Other contributions and the earnings or losses thereon, vest as follows:

1 year of service	25% vested
2 years of service	50% vested
3 years of service	75% vested
4 years of service	100% vested

For purposes of vesting, participants are considered to have completed one year of service upon completing 1,000 hours of service at any time during the Plan Year.

4. Participant Loans

Participant loans are permitted under the Plan. A participant must make a loan application to the Plan Administrator. If approved, the loan is evidenced by a promissory note bearing a market rate of interest over a certain term.

5. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period not to extend beyond the expected life of the participant and a designated beneficiary.

NOTE A - DESCRIPTION OF PLAN (continued)

6. Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,870 and $10,202, respectively. These amounts are used to reduce Company contributions or pay expenses of the Plan.

7. Subsequent Events

Subsequent events have been evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements as of and for the year ended December 31, 2012 are prepared using the liquidation basis of accounting (see Note D). The accompanying financial statements as of and for the year ended December 31, 2011 are prepared using the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

4. Payment of Benefits

Benefits are recorded when paid.

5. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

NOTE C - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by PNC Bank, N.A. PNC is the custodian, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions

NOTE D - PLAN TERMINATION

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In late 2011, the Company sold substantially all of its assets to another entity and all employees ceased employment with the Company at that time. Employee deferral contributions to the Plan and related employer match contributions also ceased at that time.

In connection with the sale, it was the intent of the Company's management to terminate the Plan. On July 18, 2012, the Company formally passed a resolution to terminate the plan. Final distributions are being determined based on all participants being 100% vested and are being made as soon as possible under the provisions of the Plan. In connection with the termination of the plan, the Plan has changed its basis of accounting used to value plan assets from the ongoing plan basis to the liquidation basis for periods after December 31, 2012 (see Note B).

NOTE E - TAX STATUS

The Trust established under the Plan is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the Plan's net investment income is exempt from income taxes. The Plan has been provided an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype plan adopted by the Plan Sponsor, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. However, the Plan has been amended since the opinion letter was issued. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date.

NOTE F - INVESTMENTS

All investment information disclosed in the accompanying financial statements and schedules in total and by fund, including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends, capital gain distributions and other income for the years ended December 31, 2012 and 2011, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by PNC Bank, trustee.

All investments of the Plan are participant directed. During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated (depreciated) in value by $1,188,787 and $(344,525) respectively, as follows:

	2012	2011
Mutual funds	$ 1,169,556	$ (367,265)
Common/collective trust	18,931	22,748
Group variable annuity	300	(8)
	$ 1,188,787	$ (344,525)

NOTE F – INVESTMENTS (continued)

Investments consist of the following at December 31:

	2012		2011	
PNC Investment Contract Fund	$ 572,750	*	$ 1,430,084	*
BlackRock Core Bond Total Return Fund Class A	94,890		990,150	*
American Balanced Fund	192,707	*	1,434,852	*
Washington Mutual Investors Fund	257,443	*	953,627	*
BlackRock Index Equity Fund Class A	223,051	*	921,663	*
Artisan Mid Cap Value Fund	18,663		366,769	
T. Rowe Price Retirement 2050 Fund	11,010		18,642	
T. Rowe Price Retirement 2040 Fund	62,478		114,940	
T. Rowe Price Retirement 2030 Fund	20,668		94,331	
T. Rowe Price Retirement 2020 Fund	61		279	
T. Rowe Price Retirement 2010 Fund	7,236		6,461	
EuroPacific Growth Fund	200,895	*	997,899	*
Growth Fund of America	297,734	*	1,464,950	*
Fidelity Advisor Mid Cap Fund	106,772		404,421	
AIM Small Cap Growth Fund	63,887		399,290	
Royce Premier Fund	159,268	*	858,466	*
Federated Mid Cap Index Fund	195,592	*	880,425	*
Janus Growth & Income Fund Class S	52,418		179,428	
Dreyfus Bond Market Index Investors	172		108,321	
ClearCourse Group Variable Annuity	-		2,453	
	$ 2,537,695		$ 11,627,451	

* Represents 5% or more of the Plan's net assets.

NOTE G - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of shares of mutual funds and a common/collective trust, are held by PNC Bank. Employee and Company contributions are held and managed by PNC Bank, which invests cash received and interest and dividend income, and makes distributions to participants, and administers the payment of interest and principal on participant loans. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses are substantially paid by the Company.

NOTE H – RISKS AND UNCERTAINTIES

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

NOTE I – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable 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.

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

The collective investment trust is valued based on the market value of its underlying investments. This fund contains synthetic investment contracts comprised of both underlying investment and contractual components which have observable Level 1 or Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets. The group variable annuity invests primarily in common stocks and fixed income securities. Quoted market prices (Level 1) are used to value underlying investments, when available. Other underlying assets not valued at quoted market prices generally have observable Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

NOTE I – FAIR VALUE MEASUREMENTS (continued)

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

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Common/collective trust fund	$ 572,750	$ -	$ 572,750
Mutual funds:			
Asset allocation fund	192,707	192,707	-
Fixed income funds	95,063	95,063	-
Foreign fund	200,895	200,895	-
Growth funds	680,079	680,079	-
Index funds	418,643	418,643	-
Target date funds	101,452	101,452	-
Value funds	276,106	276,106	-
	1,964,945	1,964,945	-
Total assets at fair value	$ 2,537,695	$ 1,964,945	$ 572,750
December 31, 2011			
Common/collective trust fund	$ 1,430,084	$ -	$ 1,430,084
Group variable annuity	2,453	-	2,453
Mutual funds:			
Asset allocation fund	1,434,852	1,434,852	-
Fixed income funds	1,098,471	1,098,471	-
Foreign fund	997,899	997,899	-
Growth funds	3,306,555	3,306,555	-
Index funds	1,802,088	1,802,088	-
Target date funds	234,653	234,653	-
Value funds	1,320,396	1,320,396	-
	10,194,914	10,194,914	-
Total assets at fair value	$ 11,627,451	$ 10,194,914	$ 1,432,537

SUPPLEMENTAL SCHEDULES

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2012

Plan #001
Employer Identification #51-0409505

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 Corrections in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$588,822		$588,822		

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Plan #001
Employer Identification #51-0409505

(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
*	PNC Investment Contract Fund	Common/Collective Trust	Participant Directed	$ 572,750
*	BlackRock Core Bond Total Return Fund Class A	Mutual Fund	Participant Directed	94,890
	American Balanced Fund	Mutual Fund	Participant Directed	192,707
	Washington Mutual Investors Fund	Mutual Fund	Participant Directed	257,443
*	BlackRock Index Equity Fund Class A	Mutual Fund	Participant Directed	223,051
	Artisan Mid Cap Value Fund	Mutual Fund	Participant Directed	18,663
	T. Rowe Price Retirement 2050 Fund	Mutual Fund	Participant Directed	11,010
	T. Rowe Price Retirement 2040 Fund	Mutual Fund	Participant Directed	62,478
	T. Rowe Price Retirement 2030 Fund	Mutual Fund	Participant Directed	20,668
	T. Rowe Price Retirement 2020 Fund	Mutual Fund	Participant Directed	61
	T. Rowe Price Retirement 2010 Fund	Mutual Fund	Participant Directed	7,236
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	Janus Growth & Income Fund Class S	Mutual Fund	Participant Directed	52,418
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	Dreyfus Bond Market Index Investors	Mutual Fund	Participant Directed	172
				$ 2,537,695

* Represents party-in-interest

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN

December 31, 2012 and 2011

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Economou & Flood, P.C.
Certified Public Accountants

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Cincinnati, Ohio 45249
(513) 683-8829
Fax (513) 683-5820

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Lipson, Alport, Glass & Associates 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN** (the "Plan"), which comprise the statement of net assets in liquidation as of December 31, 2012, the related statement of change in net assets in liquidation available for benefits for the year then ended, the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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Basis for Disclaimer of Opinion

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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.

Cronmow & Flood, P.C.

Cincinnati, Ohio
October 4, 2013

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

ASSETS	LIQUIDATION BASIS 2012	2011
Investments, at fair value (Notes F and I)	$ 2,537,695	$ 11,627,451
Receivables		
Employee deferral receivable	-	63,538
Employer contribution receivable	-	49,970
Notes receivable from participants	-	47,344
	-	160,852
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,537,695	$ 11,788,303

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

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Years ended December 31,

	LIQUIDATION BASIS 2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Participants' elective salary deferrals	$ -	$ 382,492
Employer matching contributions	-	49,970
Rollovers	-	58,942
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Total deductions	10,561,527	841,857
NET DECREASE	(9,250,608)	(401,551)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	11,788,303	12,189,854
End of year	$ 2,537,695	$ 11,788,303

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

NOTE A - DESCRIPTION OF PLAN

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1. General

The Plan is a defined contribution plan and was established August 1, 2001, to provide a retirement savings plan for all eligible employees of Lipson, Alport, Glass & Associates. All employees who have completed three months of service and who are at least 21 years old are eligible participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Participants of the Plan may contribute, through an elective payroll deduction, up to 16 percent of annual compensation, limited to a maximum in any calendar year as set forth in the Internal Revenue Code (the Code). Participants can choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two. In addition, the Employer may make a matching contribution to each participant based on his or her elective deferral. The Company may also contribute additional amounts determined in its sole judgment.

3. Vesting

Participants are immediately vested in their Elective Deferrals, Qualified Non-Elective Contributions, Rollover Contributions, plus or minus any associated earnings or losses. Other contributions and the earnings or losses thereon, vest as follows:

1 year of service	25% vested
2 years of service	50% vested
3 years of service	75% vested
4 years of service	100% vested

For purposes of vesting, participants are considered to have completed one year of service upon completing 1,000 hours of service at any time during the Plan Year.

4. Participant Loans

Participant loans are permitted under the Plan. A participant must make a loan application to the Plan Administrator. If approved, the loan is evidenced by a promissory note bearing a market rate of interest over a certain term.

5. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period not to extend beyond the expected life of the participant and a designated beneficiary.

NOTE A - DESCRIPTION OF PLAN (continued)

6. Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,870 and $10,202, respectively. These amounts are used to reduce Company contributions or pay expenses of the Plan.

7. Subsequent Events

Subsequent events have been evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements as of and for the year ended December 31, 2012 are prepared using the liquidation basis of accounting (see Note D). The accompanying financial statements as of and for the year ended December 31, 2011 are prepared using the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

4. Payment of Benefits

Benefits are recorded when paid.

5. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

NOTE C - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by PNC Bank, N.A. PNC is the custodian, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions

NOTE D - PLAN TERMINATION

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In late 2011, the Company sold substantially all of its assets to another entity and all employees ceased employment with the Company at that time. Employee deferral contributions to the Plan and related employer match contributions also ceased at that time.

In connection with the sale, it was the intent of the Company's management to terminate the Plan. On July 18, 2012, the Company formally passed a resolution to terminate the plan. Final distributions are being determined based on all participants being 100% vested and are being made as soon as possible under the provisions of the Plan. In connection with the termination of the plan, the Plan has changed its basis of accounting used to value plan assets from the ongoing plan basis to the liquidation basis for periods after December 31, 2012 (see Note B).

NOTE E - TAX STATUS

The Trust established under the Plan is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the Plan's net investment income is exempt from income taxes. The Plan has been provided an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype plan adopted by the Plan Sponsor, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. However, the Plan has been amended since the opinion letter was issued. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date.

NOTE F - INVESTMENTS

All investment information disclosed in the accompanying financial statements and schedules in total and by fund, including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends, capital gain distributions and other income for the years ended December 31, 2012 and 2011, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by PNC Bank, trustee.

All investments of the Plan are participant directed. During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated (depreciated) in value by $1,188,787 and $(344,525) respectively, as follows:

	2012	2011
Mutual funds	$ 1,169,556	$ (367,265)
Common/collective trust	18,931	22,748
Group variable annuity	300	(8)
	$ 1,188,787	$ (344,525)

NOTE F – INVESTMENTS (continued)

Investments consist of the following at December 31:

	2012		2011	
PNC Investment Contract Fund	$ 572,750	*	$ 1,430,084	*
BlackRock Core Bond Total Return Fund Class A	94,890		990,150	*
American Balanced Fund	192,707	*	1,434,852	*
Washington Mutual Investors Fund	257,443	*	953,627	*
BlackRock Index Equity Fund Class A	223,051	*	921,663	*
Artisan Mid Cap Value Fund	18,663		366,769	
T. Rowe Price Retirement 2050 Fund	11,010		18,642	
T. Rowe Price Retirement 2040 Fund	62,478		114,940	
T. Rowe Price Retirement 2030 Fund	20,668		94,331	
T. Rowe Price Retirement 2020 Fund	61		279	
T. Rowe Price Retirement 2010 Fund	7,236		6,461	
EuroPacific Growth Fund	200,895	*	997,899	*
Growth Fund of America	297,734	*	1,464,950	*
Fidelity Advisor Mid Cap Fund	106,772		404,421	
AIM Small Cap Growth Fund	63,887		399,290	
Royce Premier Fund	159,268	*	858,466	*
Federated Mid Cap Index Fund	195,592	*	880,425	*
Janus Growth & Income Fund Class S	52,418		179,428	
Dreyfus Bond Market Index Investors	172		108,321	
ClearCourse Group Variable Annuity	-		2,453	
	$ 2,537,695		$ 11,627,451	

* Represents 5% or more of the Plan's net assets.

NOTE G - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of shares of mutual funds and a common/collective trust, are held by PNC Bank. Employee and Company contributions are held and managed by PNC Bank, which invests cash received and interest and dividend income, and makes distributions to participants, and administers the payment of interest and principal on participant loans. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses are substantially paid by the Company.

NOTE H – RISKS AND UNCERTAINTIES

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

NOTE I – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable 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.

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

The collective investment trust is valued based on the market value of its underlying investments. This fund contains synthetic investment contracts comprised of both underlying investment and contractual components which have observable Level 1 or Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets. The group variable annuity invests primarily in common stocks and fixed income securities. Quoted market prices (Level 1) are used to value underlying investments, when available. Other underlying assets not valued at quoted market prices generally have observable Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

NOTE I – FAIR VALUE MEASUREMENTS (continued)

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

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Common/collective trust fund	$ 572,750	$ -	$ 572,750
Mutual funds:			
Asset allocation fund	192,707	192,707	-
Fixed income funds	95,063	95,063	-
Foreign fund	200,895	200,895	-
Growth funds	680,079	680,079	-
Index funds	418,643	418,643	-
Target date funds	101,452	101,452	-
Value funds	276,106	276,106	-
	1,964,945	1,964,945	-
Total assets at fair value	$ 2,537,695	$ 1,964,945	$ 572,750
December 31, 2011			
Common/collective trust fund	$ 1,430,084	$ -	$ 1,430,084
Group variable annuity	2,453	-	2,453
Mutual funds:			
Asset allocation fund	1,434,852	1,434,852	-
Fixed income funds	1,098,471	1,098,471	-
Foreign fund	997,899	997,899	-
Growth funds	3,306,555	3,306,555	-
Index funds	1,802,088	1,802,088	-
Target date funds	234,653	234,653	-
Value funds	1,320,396	1,320,396	-
	10,194,914	10,194,914	-
Total assets at fair value	$ 11,627,451	$ 10,194,914	$ 1,432,537

SUPPLEMENTAL SCHEDULES

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2012

Plan #001
Employer Identification #51-0409505

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 Corrections in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$588,822		$588,822		

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Plan #001
Employer Identification #51-0409505

(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
*	PNC Investment Contract Fund	Common/Collective Trust	Participant Directed	$ 572,750
*	BlackRock Core Bond Total Return Fund Class A	Mutual Fund	Participant Directed	94,890
	American Balanced Fund	Mutual Fund	Participant Directed	192,707
	Washington Mutual Investors Fund	Mutual Fund	Participant Directed	257,443
*	BlackRock Index Equity Fund Class A	Mutual Fund	Participant Directed	223,051
	Artisan Mid Cap Value Fund	Mutual Fund	Participant Directed	18,663
	T. Rowe Price Retirement 2050 Fund	Mutual Fund	Participant Directed	11,010
	T. Rowe Price Retirement 2040 Fund	Mutual Fund	Participant Directed	62,478
	T. Rowe Price Retirement 2030 Fund	Mutual Fund	Participant Directed	20,668
	T. Rowe Price Retirement 2020 Fund	Mutual Fund	Participant Directed	61
	T. Rowe Price Retirement 2010 Fund	Mutual Fund	Participant Directed	7,236
	EuroPacific Growth Fund	Mutual Fund	Participant Directed	200,895
	Janus Growth & Income Fund Class S	Mutual Fund	Participant Directed	52,418
	Growth Fund of America	Mutual Fund	Participant Directed	297,734
	Fidelity Advisor Mid Cap Fund	Mutual Fund	Participant Directed	106,772
	AIM Small Cap Growth Fund	Mutual Fund	Participant Directed	63,887
	Royce Premier Fund	Mutual Fund	Participant Directed	159,268
	Federated Mid-Cap Index Fund	Mutual Fund	Participant Directed	195,592
	Dreyfus Bond Market Index Investors	Mutual Fund	Participant Directed	172
				$ 2,537,695

* Represents party-in-interest

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN

December 31, 2012 and 2011

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Economou & Flood, P.C.
Certified Public Accountants

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Cincinnati, Ohio 45249
(513) 683-8829
Fax (513) 683-5820

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Lipson, Alport, Glass & Associates 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN** (the "Plan"), which comprise the statement of net assets in liquidation as of December 31, 2012, the related statement of change in net assets in liquidation available for benefits for the year then ended, the statement of net assets available for benefits as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 F, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and delinquent participant contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules referred to above.

Report of 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.

Cronmow & Flood, P.C.

Cincinnati, Ohio
October 4, 2013

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

ASSETS	LIQUIDATION BASIS 2012	2011
Investments, at fair value (Notes F and I)	$ 2,537,695	$ 11,627,451
Receivables		
Employee deferral receivable	-	63,538
Employer contribution receivable	-	49,970
Notes receivable from participants	-	47,344
	-	160,852
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,537,695	$ 11,788,303

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

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Years ended December 31,

	LIQUIDATION BASIS 2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Participants' elective salary deferrals	$ -	$ 382,492
Employer matching contributions	-	49,970
Rollovers	-	58,942
Interest, dividends, capital gain distributions and other	122,132	293,427
Net appreciation (depreciation) in fair value of investments	1,188,787	(344,525)
Total additions	1,310,919	440,306
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid and withdrawals by participants	10,558,520	841,857
Plan administrative expenses	3,007	-
Total deductions	10,561,527	841,857
NET DECREASE	(9,250,608)	(401,551)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	11,788,303	12,189,854
End of year	$ 2,537,695	$ 11,788,303

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

NOTE A - DESCRIPTION OF PLAN

The following description of the Lipson, Alport, Glass & Associates (Company) 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution plan and was established August 1, 2001, to provide a retirement savings plan for all eligible employees of Lipson, Alport, Glass & Associates. All employees who have completed three months of service and who are at least 21 years old are eligible participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Participants of the Plan may contribute, through an elective payroll deduction, up to 16 percent of annual compensation, limited to a maximum in any calendar year as set forth in the Internal Revenue Code (the Code). Participants can choose pre-tax contributions, after-tax Roth 401(k) contributions, or a combination of the two. In addition, the Employer may make a matching contribution to each participant based on his or her elective deferral. The Company may also contribute additional amounts determined in its sole judgment.

3. Vesting

Participants are immediately vested in their Elective Deferrals, Qualified Non-Elective Contributions, Rollover Contributions, plus or minus any associated earnings or losses. Other contributions and the earnings or losses thereon, vest as follows:

1 year of service	25% vested
2 years of service	50% vested
3 years of service	75% vested
4 years of service	100% vested

For purposes of vesting, participants are considered to have completed one year of service upon completing 1,000 hours of service at any time during the Plan Year.

4. Participant Loans

Participant loans are permitted under the Plan. A participant must make a loan application to the Plan Administrator. If approved, the loan is evidenced by a promissory note bearing a market rate of interest over a certain term.

5. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period not to extend beyond the expected life of the participant and a designated beneficiary.

NOTE A - DESCRIPTION OF PLAN (continued)

6. Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $2,870 and $10,202, respectively. These amounts are used to reduce Company contributions or pay expenses of the Plan.

7. Subsequent Events

Subsequent events have been evaluated through October 4, 2013, which is the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements as of and for the year ended December 31, 2012 are prepared using the liquidation basis of accounting (see Note D). The accompanying financial statements as of and for the year ended December 31, 2011 are prepared using the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

4. Payment of Benefits

Benefits are recorded when paid.

5. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

NOTE C - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by PNC Bank, N.A. PNC is the custodian, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions

NOTE D - PLAN TERMINATION

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In late 2011, the Company sold substantially all of its assets to another entity and all employees ceased employment with the Company at that time. Employee deferral contributions to the Plan and related employer match contributions also ceased at that time.

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NOTE E - TAX STATUS

The Trust established under the Plan is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the Plan's net investment income is exempt from income taxes. The Plan has been provided an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype plan adopted by the Plan Sponsor, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. However, the Plan has been amended since the opinion letter was issued. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date.

NOTE F - INVESTMENTS

All investment information disclosed in the accompanying financial statements and schedules in total and by fund, including investments held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends, capital gain distributions and other income for the years ended December 31, 2012 and 2011, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by PNC Bank, trustee.

All investments of the Plan are participant directed. During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated (depreciated) in value by $1,188,787 and $(344,525) respectively, as follows:

	2012	2011
Mutual funds	$ 1,169,556	$ (367,265)
Common/collective trust	18,931	22,748
Group variable annuity	300	(8)
	$ 1,188,787	$ (344,525)

NOTE F – INVESTMENTS (continued)

Investments consist of the following at December 31:

	2012		2011	
PNC Investment Contract Fund	$ 572,750	*	$ 1,430,084	*
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American Balanced Fund	192,707	*	1,434,852	*
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EuroPacific Growth Fund	200,895	*	997,899	*
Growth Fund of America	297,734	*	1,464,950	*
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AIM Small Cap Growth Fund	63,887		399,290	
Royce Premier Fund	159,268	*	858,466	*
Federated Mid Cap Index Fund	195,592	*	880,425	*
Janus Growth & Income Fund Class S	52,418		179,428	
Dreyfus Bond Market Index Investors	172		108,321	
ClearCourse Group Variable Annuity	-		2,453	
	$ 2,537,695		$ 11,627,451	

* Represents 5% or more of the Plan's net assets.

NOTE G - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of shares of mutual funds and a common/collective trust, are held by PNC Bank. Employee and Company contributions are held and managed by PNC Bank, which invests cash received and interest and dividend income, and makes distributions to participants, and administers the payment of interest and principal on participant loans. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses are substantially paid by the Company.

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

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The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable 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.

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

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The collective investment trust is valued based on the market value of its underlying investments. This fund contains synthetic investment contracts comprised of both underlying investment and contractual components which have observable Level 1 or Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets. The group variable annuity invests primarily in common stocks and fixed income securities. Quoted market prices (Level 1) are used to value underlying investments, when available. Other underlying assets not valued at quoted market prices generally have observable Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

NOTE I – FAIR VALUE MEASUREMENTS (continued)

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

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Common/collective trust fund	$ 572,750	$ -	$ 572,750
Mutual funds:			
Asset allocation fund	192,707	192,707	-
Fixed income funds	95,063	95,063	-
Foreign fund	200,895	200,895	-
Growth funds	680,079	680,079	-
Index funds	418,643	418,643	-
Target date funds	101,452	101,452	-
Value funds	276,106	276,106	-
	1,964,945	1,964,945	-
Total assets at fair value	$ 2,537,695	$ 1,964,945	$ 572,750
December 31, 2011			
Common/collective trust fund	$ 1,430,084	$ -	$ 1,430,084
Group variable annuity	2,453	-	2,453
Mutual funds:			
Asset allocation fund	1,434,852	1,434,852	-
Fixed income funds	1,098,471	1,098,471	-
Foreign fund	997,899	997,899	-
Growth funds	3,306,555	3,306,555	-
Index funds	1,802,088	1,802,088	-
Target date funds	234,653	234,653	-
Value funds	1,320,396	1,320,396	-
	10,194,914	10,194,914	-
Total assets at fair value	$ 11,627,451	$ 10,194,914	$ 1,432,537

SUPPLEMENTAL SCHEDULES

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2012

Plan #001
Employer Identification #51-0409505

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 Corrections in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$588,822		$588,822		

LIPSON, ALPORT, GLASS & ASSOCIATES 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Plan #001
Employer Identification #51-0409505

(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
*	PNC Investment Contract Fund	Common/Collective Trust	Participant Directed	$ 572,750
*	BlackRock Core Bond Total Return Fund Class A	Mutual Fund	Participant Directed	94,890
	American Balanced Fund	Mutual Fund	Participant Directed	192,707
	Washington Mutual Investors Fund	Mutual Fund	Participant Directed	257,443
*	BlackRock Index Equity Fund Class A	Mutual Fund	Participant Directed	223,051
	Artisan Mid Cap Value Fund	Mutual Fund	Participant Directed	18,663
	T. Rowe Price Retirement 2050 Fund	Mutual Fund	Participant Directed	11,010
	T. Rowe Price Retirement 2040 Fund	Mutual Fund	Participant Directed	62,478
	T. Rowe Price Retirement 2030 Fund	Mutual Fund	Participant Directed	20,668
	T. Rowe Price Retirement 2020 Fund	Mutual Fund	Participant Directed	61
	T. Rowe Price Retirement 2010 Fund	Mutual Fund	Participant Directed	7,236
	EuroPacific Growth Fund	Mutual Fund	Participant Directed	200,895
	Janus Growth & Income Fund Class S	Mutual Fund	Participant Directed	52,418
	Growth Fund of America	Mutual Fund	Participant Directed	297,734
	Fidelity Advisor Mid Cap Fund	Mutual Fund	Participant Directed	106,772
	AIM Small Cap Growth Fund	Mutual Fund	Participant Directed	63,887
	Royce Premier Fund	Mutual Fund	Participant Directed	159,268
	Federated Mid-Cap Index Fund	Mutual Fund	Participant Directed	195,592
	Dreyfus Bond Market Index Investors	Mutual Fund	Participant Directed	172
				$ 2,537,695

* Represents party-in-interest