Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1979

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

ZEREP MANAGEMENT CORPORATION

17445 E. RAILROAD STREET
CITY OF INDUSTRY, CA 91748

2b Employer Identification Number (EIN)
95-2668942

2c Sponsor's telephone number
626-961-6291

2d Business code (see instructions)
562000

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.	10/12/2013	MANUEL PEREZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	189
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**	181
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	191
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	191
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	191
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ZEREP MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-2668942

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CITIZENS BUSINESS TRUST
P.O. BOX 2549
RANCHO CUCAMONGA, CA 91729

95-3629339

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

COMERICA BANK
13200 CROSSROADS PARKWAY NORTH
SUITE 100
CITY OF INDUSTRY, CA 91746-4554

38-1998421

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

COMERICA SECURITIES
8850 BOEDEKER STREET MC6505
DALLAS, TX 75225

38-1998421

(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)

CITIZENS TRUST

P.O. BOX 2549
RANCHO CUCAMONGA, CA 91729

95-3629339

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33 51	N/A	4188	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NATIONAL RETIREMENT SERVICES, INC

5832 BOLSA AVENUE, SUITE 100
HUNTINGTON BEACH, CA 92649

33-0962367

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 17 70	N/A	6890	Yes [ ] No [X]	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ZEREP MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-2668942

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	261384	326107
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	12491	4052
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	1808734	657103
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	430143	155162
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	26187	23392
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	389172	378910
(7) Loans (other than to participants)	1c(7)	1167296	1200124
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	586399	1940168
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	4681806	4685018
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	63254	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	63254	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4618552	4685018

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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	46951	
(C) Corporate debt instruments	2b(1)(C)	12092	
(D) Loans (other than to participants)	2b(1)(D)	92028	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		151071
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2047	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	201	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2248
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1660323	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1685862	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-25539
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	9463	
(B) Other	2b(5)(B)	29274	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		38737

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		166517
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	86164	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		86164
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	7551	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	4188	
(4) Other	2i(4)	2148	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		13887
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		100051
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		66466
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ROGERS, CLEM & COMPANY **(2)** EIN: 95-2694521

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ZEREP MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
95-2668942

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): 95-6837095

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):

Rogers, Clem & Company
accountancy corporation

Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

1067 PARK VIEW DRIVE • COVINA, CA 91724-3748 • (626) 858-5100 • FAX (626) 332-7012

Independent Auditors' Report

To the Administrator
Zerep Management Corporation
Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Zerep Management Corporation Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 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 financials statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Zerep Management Corporation Profit Sharing Plan as of December 31, 2012 and 2011, and the changes is its net assets available for benefits for the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Rogers, Clem & Company

Rogers, Clem & Company
accountancy corporation

Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

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Report on Supplemental Information

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

Rogers, Clem & Company

ROGERS, CLEM & COMPANY

October 8, 2013
Covina, California

ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 and 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
U.S. government securities	$ 657,103	$1,808,733
Corporate bonds	155,162	430,143
Preferred stock	23,392	26,187
Real estate	378,910	389,172
Loan (other than to participants)	1,200,124	1,167,297
Mutual funds	1,940,168	586,399
Total investments	4,354,859	4,407,931
Receivables:		
Interest receivable	3,711	12,491
Other receivable	341	-
Total receivables	4,052	12,491
Noninterest-bearing cash	326,107	261,384
Total assets	4,685,018	4,681,806
LIABILITIES:		
Due to Plan sponsor	-	(63,254)
NET ASSETS AVAILABLE FOR BENEFITS	$4,685,018	$4,618,552

See Independent Auditor' Report and the accompanying notes which are an integral part of these financial statements

ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

	NON-PARTICIPANT DIRECTED
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income -	
Net appreciation in fair value of investments	$ 38,737
Interest and dividends	153,319
Total additions	192,056
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Net loss on sale of assets	25,539
Benefits paid to participants	86,164
Administrative expenses	13,887
Total deductions	125,590
Net increase	66,466
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	4,618,552
End of year	$4,685,018

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

1. DESCRIPTION OF THE PLAN:

The following description of the Zerep Management Corporation Profit Sharing Plan (the "Plan") provides general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all employees of the City of Industry Disposal Co., Inc., Vincent's General Services, Inc., and Valley Vista Services (the "Company"). The Plan was initiated on November 1, 1979. All full-time employees who have completed one year of service are eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan has been amended and restated on several occasions to comply with current tax law changes.

TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service Dated March 31, 2008 stating that the Prototype Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

1. DESCRIPTION OF THE PLAN: (Continued)

CONTRIBUTIONS

Employer profit sharing contributions are discretionary, to be determined by the employer and are not limited to current or accumulated net profits. Participants may not contribute to the Plan. Employer's contributions for 2012 and 2011 totaled $ 0 and $0, respectively. Employment at year end is an eligibility requirement.

Employer contributions of certain highly compensated participants may be limited based on contribution nondiscrimination tests described in Internal Revenue Code Section 401(k) and 401(m).

PARTICIPANT ACCOUNTS

Each participant's account is credited with the allocations of the Company's contributions and Plan earnings. Allocations of current contributions are in the same ratio as the participant's compensation bears to the total of such compensation of all participants. Allocations of earnings are based on each participant's individual investment balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants. These participants share in the earnings of the investments.

INVESTMENT OPTIONS

The Zerep Management & City of Industry Disposal Employee Plan Trust (Master Trust) was established to hold the investment assets of Plans sponsored by Zerep Management Corporation and City of Industry Disposal Co., Inc. and related companies in the combined group (The Company and Plan Sponsor). Investments, and the income therefrom, are allocated to participating Plans based on each Plan's participation in investment options within the Master Trust. Accordingly, the Plan's investment gain for the year ended December 31, 2012 and 2011 includes its allocable share of the Master Trust's interest and dividends and net appreciation in fair value of assets.

1. DESCRIPTION OF THE PLAN: (Continued)

VESTING

Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

FORFEITED ACCOUNTS

Forfeitures may be used to pay administrative expenses or reduce future employer contributions. There were no available forfeitures at December 31, 2012 and 2011.

PAYMENTS OF BENEFITS

Amounts credited to an individual participant's account are distributed at termination of employment, death, disability or attainment of retirement age as a lump sum, in installments or as an annuity. Distributions may be deferred until the participant reaches the age of 70½ if the value of the distribution is not less than $5,000. However, the Plan agreement stipulates that distributions must commence no later than April 1, of the year following the year in which the participant reaches the age of 70½.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to deferred account balances and may not include any interest earned thereon.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting. The Plan's investments are stated at their fair value. Shares of registered investment companies are valued at their quoted market prices, which represent the net asset value of shares held by the Plan at year end. All purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends earned are recorded on the ex-dividend date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Master Trust was established November 1, 1979, to hold the investment assets of Plans sponsored by Zerep Management and City of Industry Disposal, Inc. Investments, and the income there from, are allocated to participating Plans based on each Plan's participation in investment options within the master trust. Accordingly, the Plan's investment gain for the years ended December 31, 2012 and 2011, includes its allocable share of the master trust's interest and dividends and net appreciation in fair value of mutual funds.

Investments held in the Master Trust, and by the Plan are stated at fair value. Fair value of the funds is determined based on the underlying investments of the related funds as reported by the fund companies based on quoted market prices. Such investments are credited with earnings of the underlying investments and charged for Plan withdrawals and administrative expenses incurred. Purchases and sales of these investments are reflected on the trade dates. Interest income is recorded on the accrual basis. Dividends are recorded when received.

Purchases and sales of these investments are reflected on the trade dates. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

LOAN OTHER THAN TO PARTICIPANTS

In July 2011, the Plan entered into a loan with an entity other than a participant. The loan was for $3,600,000 with interest only at 8% per annum due monthly, secured by real estate. Principal and unpaid interest are due on July 1, 2013.

USE OF ESTIMATES

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

EXPENSES

Certain custodian and administrative expenses are paid by the Plan. Other expenses are paid by the Plan's sponsor. Management fees are operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation (depreciation) in fair market value of investments for such investments.

PAYMENT OF BENEFITS

Benefits are recorded on the accrual method.

SUBSEQUENT EVENTS

The Plan Administrator has evaluated subsequent events through October 8, 2013 which is the date the financial statements were available to be issued, and no events were found requiring disclosure in these financial statements for the year ended December 31, 2012.

3. ASSETS HELD FOR INVESTMENT PURPOSES:

All investments that represent 5% or more of the fair market value of net Plan assets available for Plan benefits are separately identified.

	December 31, 2012	December 31, 2011
U.S. Government Securities 12/20/37	$ *	$ 261,185
U.S. Government Securities 02/20/40	*	345,017
Dreyfus General Money Market Fund	1,870,438	527,025
Real Estate	378,910	389,172
Loan (other than to participants)	1,200,124	1,167,297

* Less than 5% of net Plan assets.

4. INVESTMENT IN MASTER TRUST:

At December 31, 2012 and 2011, the Plan's investment assets were held in a trust account at Zerep Management Corporation and consist of an interest in a Master Trust. The Master Trust also includes the investment assets of the Retirement Plans for the employees of Zerep Management Corporation in the Zerep Management Corporation Money Purchase Pension Plan.

The Master Trust was composed of the following investments at December 31:

	2012	2011
Cash and cash equivalent	$ 1,086,135	$ 826,456
U.S. securities	2,188,550	5,718,929
Corporate bonds	516,783	1,360,044
Preferred stock	77,910	82,800
Loan (other than to participants)	3,997,142	3,690,807
Real estate	1,262,000	1,230,500
Interest in registered investment companies	6,461,935	1,854,102
Total Investments	$15,590,455	$ 14,763,638

The Plan's interest in the Master Trust as a percentage of net assets of the Master Trust was 30.025% and 31.627% at December 31, 2012 and 2011, respectively.

The net investment income of the Master Trust is summarized as follows for the year ended December 31:

	2012	2011
Net appreciation (depreciation) in fair value of investments	$ 43,933	$ (564,644)
Interest and dividends	510,010	482,712
Administrative expenses	(37,072)	(54,028)

Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Plan.

5. RELATED PARTY TRANSACTIONS:

During the period ended December 31, 2012 and 2011, there were no related-party transactions, which are prohibited by ERISA and for which there are no statutory or administrative exemptions.

5. RELATED PARTY TRANSACTIONS: (Continued)

The Plan investments at year end include shares of mutual funds managed by Comerica Securities and Citizens Business Bank. Comerica Securities and Citizens Business Bank are the trustees' as defined by the Plan and, therefore these transactions qualify as party-in interest.

6. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). In the event the Plan is terminated, each participant shall have a 100% vested interest in his or her account.

7. FAIR VALUE MEASUREMENTS:

ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements). And the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC under 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

7. FAIR VALUE MEASUREMENTS: (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

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

Mutual funds - Valued at the net assets value ("NAV") of shares held by the Plan at year end.

Real estate - Valued at fair market value as determined by an independent real estate appraiser.

Loan other than to participants - Valued at face value plus accrued interest.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

7. FAIR VALUE MEASUREMENTS: (Continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
U.S. Government Securities	$ 657,103	$ -	$ -	$ 657,103
Corporate Bonds	155,162	-	-	155,162
Preferred Stock	23,392	-	-	23,392
Real Estate	-	-	378,910	378,910
Loan (other than to participants)	-	-	1,200,124	1,200,124
Mutual Funds	1,940,168	-	-	1,940,168
Total assets at fair value	$2,775,825	$ -	$1,579,034	$4,354,859

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
U.S. Government Securities	$1,808,733	$ -	$ -	$1,808,733
Corporate Bonds	430,143	-	-	430,143
Preferred Stock	26,187	-	-	26,187
Real Estate	-	-	389,172	389,172
Loan (other than to participants)	-	-	1,167,297	1,167,297
Mutual Funds	586,399	-	-	586,399
Total assets at fair value	$2,851,462	$ -	$1,556,469	$4,407,931

7. FAIR VALUE MEASUREMENTS: (Continued)

Level 3 Assets	Year Ended December 31, 2012	
	Real Estate	Loan (other than to participants)
Balance, beginning of year	$ 389,172	$ 1,167,297
Realized gains/(losses)	-	-
Interest credited	-	32,827
Unrealized gains/(losses) relating to instruments still held at the reporting date	(10,262)	-
Purchases, sales, issuances and settlements (net)	-	-
Balance, end of year	$ 378,910	$ 1,200,124

CHANGES IN FAIR VALUE LEVELS

The availability of observable market data is monitored to asses the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instruments and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2 and 3.

8. FINANCIAL STATEMENT PRESENTATION:

Comparative figures have been reclassified in order to comply with current year's presentation.

SUPPLEMENTAL INFORMATION

SCHEDULE I

ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN
PLAN NUMBER 002, SPONSOR EIN 95-2668942
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 2012

(a) Party In Interest	(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
	Govt Natl Mtg Assn	Pool #173000 10% 7/14	$ 587	$ 533
	Govt Natl Mtg Assn	Pool #420000 10% 10/15	1,809	1,734
	Govt Natl Mtg Assn	Pool #513000 10% 3/16	805	732
	Govt Natl Mtg Assn	Pool #263100 7% 8/28	4,176	4,512
	Govt Natl Mtg Assn	Pool #306900 7% 4/31	1,955	2,089
	Govt Natl Mtg Assn	Pool #004324 5.5% 1/24	5,221	5,213
	Govt Natl Mtg Assn	Pool #6895400 10% 7/13	451	419
	Govt Natl Mtg Assn	Pool #514431 7% 8/29	69	83
	Govt Natl Mtg Assn	Pool #158394 9% 5/16	721	661
	Govt Natl Mtg Assn	Pool #158311 9% 6/16	1,047	1,036
	Govt Natl Mtg Assn	Pool #144784 11.5% 11/15	1,272	1,138
	Govt Natl Mtg Assn	Pool #162133 9% 6/16	1,270	1,164
	Govt Natl Mtg Assn	Pool #165614 9% 7/16	1,651	1,517
	Govt Natl Mtg Assn	Pool #781312 7% 12/13	102	101
	Govt Natl Mtg Assn	Pool #782530 6% 12/23	5,106	5,144
	Govt Natl Mtg Assn	Pool #704097 6.5% 12/23	1,208	1,222
	Govt Natl Mtg Assn	GNR 2008-77 4.5% 11/36	8,810	8,638
	Fed Natl Mtg Assn	SER 2003-127 CL GA 4.5% 5/33	1,163	1,160
	Federal Home Loan	SER 2764 CL JA 4.5% 3/19	11,577	11,327
	Federal Home Loan	Mortgage Series 3597 CL LH 4.5% 7/39	18,698	18,471
	Govt Natl Mtg Assn	SER 2003-34 CL NB 6% 11/32	4,911	4,640
	Govt Natl Mtg Assn	SER 2003-29 CL PD 5.5% 4/33	56,810	58,930
	Govt Natl Mtg Assn	SER 2003-17 CL AB 4.65% 7/31	3,394	3,283
	Govt Natl Mtg Assn	SER 2001-53 CL PM 11/1/01 5.5% 10/31	1,593	1,566
	Govt Natl Mtg Assn	SER 2002-63 CL NY 6% 9/32	32,156	33,496
	Govt Natl Mtg Assn	SER 2002-67 CL B 5.5% 3/32	2,949	2,927
	Govt Natl Mtg Assn	SER 2002-66 CL B 4.25% 12/25	3,019	3,139
	Govt Natl Mtg Assn	SER 2008-34 CL PC 4% 9/37	7,675	7,892
	Govt Natl Mtg Assn	SER 2003-86 CL QE 5.5% 10/32	791	794
	Govt Natl Mtg Assn	GNR 2004-1 5% 6/33	13,511	14,127
	Govt Natl Mtg Assn	GNR 2004-42 AG 6% 3/32	9,142	9,354
	Govt Natl Mtg Assn	GNR 2004-42 PB 4% 5/34	21,030	22,174
	Govt Natl Mtg Assn	2004-35 SER 5.5% 5/33	2,371	2,380
	Govt Natl Mtg Assn	SER 2004-69 5% 10/32	3,789	3,687
	Govt Natl Mtg Assn	GNR 2004-47 PC 4.5% 1/34	6,650	6,814
	Govt Natl Mtg Assn	SER 2005-7 5% 2/32	5,442	5,371
	Govt Natl Mtg Assn	SER 2004-105 5.5% 6/16	35,700	34,358
	Govt Natl Mtg Assn	SER 2005-30 CL WB 6% 7/33	2,462	2,382
	Govt Natl Mtg Assn	SER 2005-26 CL C 6.5% 3/32	2,476	2,493
	Govt Natl Mtg Assn	SER 2005-63 CL HG 5.75% 11/32	2,001	1,935
	Govt Natl Mtg Assn	SER 2005-56 CL DB 5% 8/33	2,842	2,765
	Govt Natl Mtg Assn	SER 2005-77 CL DY 5.5% 2/33	24,089	24,693

SCHEDULE I

ZEREP MANAGEMENT CORPORATION PROFIT SHARING PLAN
PLAN NUMBER 002, SPONSOR EIN 95-2668942
SCHEDULE OF ASSETS HELD FOR INVESTMENT (CONTINUED)
DECEMBER 31, 2011

(a) Party In Interest	(b) Identity of issue borrower, lessor, rate or similar party	(c) Description of investment including maturity date, of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Govt Natl Mtg Assn	GNR 2009-42 CL GP 4% 6/39	31,882	32,891
	Govt Natl Mtg Assn	SER 2008-60 CL E DTD 5% 1/38	19,217	19,408
	Govt Natl Mtg Assn	2009-58 CL JQ 5.5% 7/39	17,714	18,097
	Govt Natl Mtg Assn	SER 2008-9 CL E DTD 2/08 4.25% 7/37	8,190	8,290
	Govt Natl Mtg Assn	SER-51 CL PG 5% 6/38	10,544	11,107
	Govt Natl Mtg Assn	SER 2010-4 DTD 1/10 3% 8/39	44,266	45,035
	Govt Natl Mtg Assn	SER 2010-12 CL DA 1/10 4.5% 1/40	7,080	7,326
	Govt Natl Mtg Assn	SER 2010-43 CL LM 5% 7/39	721	700
	Govt Natl Mtg Assn	SER 2010-128 CL JC 10/10 4% 6/39	49,383	50,712
	Govt Natl Mtg Assn	SER 2010-146 CL KV 4.5% 11/29	34,000	35,105
	Govt Natl Mtg Assn	SER 2011-158 CL DC 3.5% 5/40	34,422	35,301
	Govt Natl Mtg Assn	GTD REMIC 2011-032 4% 5/40	35,080	35,209
	Govt Natl Mtg Assn	GTD REMIC 2011-051 4% 8/40	18,857	18,888
	Govt Natl Mtg Assn	GTD REMIC 2011-026 4% 11/40	22,898	22,940
	General Elec Cap	Note 2.8% 1/13	7,498	7,508
	Unitedhealth Grp	Note 4.875% 4/13	30,161	30,340
	Bank of America	Sub Notes 5.42% 3/17	61,474	65,775
	General Elec Cap	Public Inc NT 6.10% 11/32	24,679	25,317
	Georgia Power	Senior Note SER 2008C 8.20% 11/48	24,735	23,524
	Gulf Power CO	Senior Note SER H 5.25% 7/15/33	2,598	2,698
	JPMorgan Chase	Non-Cum PFD SER J 8.625%	25,090	23,392
	Federated	Prime Cash Obligations FD	69,730	69,730
	Dreyfus	General Money Market Fund CL B	1,870,438	1,870,438
	J & J Mayfair	Note 8% 7/13 Secured by deed	1,200,124	1,200,124
*	Real Estate	Undeveloped Land-Hawaii	136,978	378,910

* Represents a Party-in-interest.

See Independent Auditors' Report

Attachment to Schedule H, Line 4i

ZEREP MANAGEMENT CORPORATION
PROFIT SHARING PLAN
PLAN NUMBER 002, SPONSOR EIN 95-2668942
ASSETS HELD FOR INVESTMENT
PLAN YEAR ENDING 12/31/12

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
GOVT NATL MTG ASSN (GNMA)	POOL #173000 10% 7/14	587	533
GOVT NATL MTG ASSN (GNMA)	POOL #420000 10% 10/15	1,809	1,734
GOVT NATL MTG ASSN (GNMA)	POOL #513000 10% 3/16	805	732
GOVT NATL MTG ASSN (GNMA)	POOL #263100 7% 8/28	4,176	4,512
GOVT NATL MTG ASSN (GNMA)	POOL #306900 7% 4/31	1,955	2,089
GOVT NATL MTG ASSN (GNMA)	POOL #004324 5.5% 1/24	5,221	5,213
GOVT NATL MTG ASSN (GNMA)	POOL #6895400 10% 7/13	451	419
GOVT NATL MTG ASSN (GNMA)	POOL #514431 7% 8/29	69	83
GOVT NATL MTG ASSN (GNMA)	POOL #158394 9% 5/16	722	661
GOVT NATL MTG ASSN (GNMA)	POOL #158311 9% 6/16	1,047	1,036
GOVT NATL MTG ASSN (GNMA)	POOL #144784 11.5% 11/15	1,272	1,138
GOVT NATL MTG ASSN (GNMA)	POOL #162133 9% 6/16	1,270	1,164
GOVT NATL MTG ASSN (GNMA)	POOL #165614 9% 7/16	1,651	1,517
GOVT NATL MTG ASSN (GNMA)	POOL #781312 7% 12/13	102	101
GOVT NATL MTG ASSN (GNMA)	POOL #782530 6% 12/23	5,106	5,144
GOVT NATL MTG ASSN (GNMA)	POOL #704097 6.5% 12/23	1,208	1,222
GOVT NATL MTG ASSN (GNMA)	GNR 2008-77 4.5% 11/36	8,810	8,638
FED NATL MTG ASSN (FNMA)	SER 2003-127 CL GA 4.5% 5/33	1,163	1,160
FEDERAL HOME LOAN (FREDDIE MAC)	2764 CL JA 4.5% 3/19	11,577	11,327
FEDERAL HOME LOAN (FREDDIE MAC)	3597 CL LH 4.5% 7/39	18,698	18,471
GOVT NATL MTG ASSN (GNMA)	SER 2003-34 CL NB 6% 11/32	4,911	4,640
GOVT NATL MTG ASSN (GNMA)	SER 2003-29 CL PD 5.5% 4/33	56,810	58,930
GOVT NATL MTG ASSN (GNMA)	SER 2003-17 CL AB 4.65% 7/31	3,394	3,283
GOVT NATL MTG ASSN (GNMA)	SER 2001-53 CL PM 11/1/01 5.5% 10/31	1,593	1,566
GOVT NATL MTG ASSN (GNMA)	SER 2002-63 CL NY 6% 9/32	32,156	33,496
GOVT NATL MTG ASSN (GNMA)	SER 2002-67 CL B 5.5% 3/32	2,949	2,927
GOVT NATL MTG ASSN (GNMA)	SER 2002-66 CL B 4.25% 12/25	3,019	3,139
GOVT NATL MTG ASSN (GNMA)	SER 2008-34 CL PC 4% 9/37	7,675	7,892
GOVT NATL MTG ASSN (GNMA)	SER 2003-86 CL QE 5.5% 10/32	791	794
GOVT NATL MTG ASSN (GNMA)	GNR 2004-1 5% 6/33	13,511	14,127
GOVT NATL MTG ASSN (GNMA)	GNR 2004-42 AG 6% 3/32	9,142	9,354
GOVT NATL MTG ASSN (GNMA)	GNR 2004-42 PB 4% 5/34	21,030	22,174
GOVT NATL MTG ASSN (GNMA)	2004-35 SER 5.5% 5/33	2,371	2,380
GOVT NATL MTG ASSN (GNMA)	SER 2004-69 5% 10/32	3,789	3,687
GOVT NATL MTG ASSN (GNMA)	GNR 2004-47 PC 4.5% 1/34	6,650	6,814
GOVT NATL MTG ASSN (GNMA)	SER 2005-30 CL WB 6% 7/33	2,462	2,382
GOVT NATL MTG ASSN (GNMA)	SER 2005-7 5% 2/32	5,442	5,371
GOVT NATL MTG ASSN (GNMA)	SER 2004-105 5.5% 6/16	35,700	34,358
GOVT NATL MTG ASSN (GNMA)	SER 2005-26 CL C 6.5% 3/32	2,476	2,493
GOVT NATL MTG ASSN (GNMA)	SER 2005-63 CL HG 5.75% 11/32	2,001	1,935
GOVT NATL MTG ASSN (GNMA)	SER 2005-56 CL DB 5% 8/33	2,842	2,765
GOVT NATL MTG ASSN (GNMA)	SER 2005-77 CL DY 5.5% 2/33	24,089	24,693
GOVT NATL MTG ASSN (GNMA)	GNR 2009-42 CL GP 4% 6/39	31,882	32,891

Attachment to Schedule H, Line 4i

ZEREP MANAGEMENT CORPORATION
PROFIT SHARING PLAN
PLAN NUMBER 002, SPONSOR EIN 95-2668942
ASSETS HELD FOR INVESTMENT
PLAN YEAR ENDING 12/31/12

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
GOVT NATL MTG ASSN (GNMA)	SER 2008-60 CL E DTD 5% 1/38	19,217	19,408
GOVT NATL MTG ASSN (GNMA)	2009-58 CL JQ 5.5% 7/39	17,714	18,097
GOVT NATL MTG ASSN (GNMA)	SER 2008-9 CL E DTD 2/08 4.25% 7/37	8,190	8,290
GOVT NATL MTG ASSN (GNMA)	SER-51 CL PG 5% 6/38	10,544	11,107
GOVT NATL MTG ASSN (GNMA)	SER 2010-4 DTD 1/10 3% 8/39	44,266	45,035
GOVT NATL MTG ASSN (GNMA)	SER 2010-12 CL DA 1/10 4.5% 1/40	7,080	7,326
GOVT NATL MTG ASSN (GNMA)	SER 2010-43 CL LM 5% 7/39	721	700
GOVT NATL MTG ASSN (GNMA)	SER 2010-128 CL JC 10/10 4% 6/39	49,383	50,712
GOVT NATL MTG ASSN (GNMA)	SER 2010-146 CL KV 4.5% 11/29	34,000	35,105
GOVT NATL MTG ASSN (GNMA)	SER 2011-158 CL DC 3.5% 5/40	34,422	35,301
GOVT NATL MTG ASSN (GNMA)	GTD REMIC 2011-032 4% 5/40	35,080	35,209
GOVT NATL MTG ASSN (GNMA)	GTD REMIC 2011-051 4% 8/40	18,857	18,888
GOVT NATL MTG ASSN (GNMA)	GTD REMIC 2011-026 4% 11/40	22,898	22,940
GENERAL ELEC CAP CORP	NOTE 2.8% 1/13	7,498	7,508
UNITEDHEALTH GROUP	NOTE 4.875% 4/13	30,161	30,340
BANK OF AMERICA	SUB NOTES 5.42% 3/17	61,474	65,775
GENERAL ELEC CAP	PUBLIC INC NT 6.10% 11/32	24,679	25,317
GEORGIA POWER	SENIOR NOTE SER 2008C 8.20% 11/48	24,735	23,524
GULF POWER CO	SENIOR NOTE SER H 5.25% 7/15/33	2,598	2,698
JPMORGAN CHASE	NON-CUM PFD SER J 8.625%	25,090	23,392
FEDERATED	PRIME CASH OBLIGATIONS FD	69,730	69,730
DREYFUS	GENERAL MONEY MARKET FUND CL B	1,870,438	1,870,438
J & J MAYFAIR	NOTE 8% 7/13 SECURED BY DEED	1,200,124	1,200,124
REAL ESTATE	UNDEVELOPED LAND-HAWAII	136,978	378,910
TOTAL			4,354,859

Attachment to Schedule H, Line 4j

ZEREP MANAGEMENT CORPORATION

PROFIT SHARING PLAN

PLAN NUMBER 002, SPONSOR EIN 95-2668942

SCHEDULE OF REPORTABLE TRANSACTIONS

PLAN YEAR ENDING 12/31/12

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Number of Purchases	Number of Sales	Purchase total	Sales total	Net gain or (loss)
DREYFUS	GENERAL MONEY MARKET FUND CL B	61		1,370,891		
FEDERATED	PRIME CASH OBLIGATIONS	73		392,555		
FEDERATED	PRIME CASH OBLIGATIONS		29		347,009	0
GOVT NATL MTG ASSN (GNMA)	REMIC 2009-42 4.5% 12/37		8		247,322	(1,909)
GOVT NATL MTG ASSN (GNMA)	REMIC 2010-120 4% 2/40		10		327,425	(2,456)