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
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1992

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

FIRST TEAM REAL ESTATE ORANGE COUNTY INC

108 PACIFICA, SUITE 300
IRVINE, CA 92618

2b Employer Identification Number (EIN)
33-0311423

2c Sponsor's telephone number
949-988-3011

2d Business code (see instructions)
531210

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	MERRY PISORS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	MERRY PISORS
	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**	387
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**	359
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	141
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	500
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	500
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	347
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 2G 2J 2K 2R 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)	[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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST TEAM REAL ESTATE ORANGE COUNTY INC

D Employer Identification Number (EIN)
33-0311423

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

ING LIFE INSURANCE & ANNUITY 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
71-0294708	86509	ZH9204	500	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		**(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	

(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	2112607
5	Current value of plan's interest under this contract in separate accounts at year end	5	6396128

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 ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	1845682
c	Additions: (1) Contributions deposited during the year	7c(1)	77370		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	50906		
	(4) Transferred from separate account	7c(4)	22520		
	(5) Other (specify below)	7c(5)	9172		
	▶ *				
	(6) Total additions			7c(6)	159968
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2005650
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	87317		
	(2) Administration charge made by carrier	7e(2)	146		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	322		
	▶ *				
	(5) Total deductions			7e(5)	87785
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1917865

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 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
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST TEAM REAL ESTATE ORANGE COUNTY INC

D Employer Identification Number (EIN)
33-0311423

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ING MUTUAL FUNDS

95-4516049

(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 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	43684	Yes [ ] No [X]

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 60 64 65	SERVICE PROVIDER	3818	Yes [X] No [ ]	Yes [X] No [ ]	36705	Yes [ ] No [X]

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

ING FINANCIAL ADVISERS, LLC

06-1375177

(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?
63	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	9788	Yes [ ] No [X]

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)

AMERICAN FUNDS

95-1411037

(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 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	7915	Yes [ ] No [X]

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

PIONEER FUNDS

13-5657669

(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 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	6097	Yes [ ] No [X]

(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
AMERICAN FUNDS	28 52 63	2507

(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 AM BALANCD R3 94-6050854	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	5407

(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 FND R3 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1324

(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 AM BALANCD R3 94-6050854	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	2783

(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 FND R3 52-0792143	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1974

(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.
ING INTERMEDIATE BOND FUND R 52-2125227	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	2080

(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.
PIONEER EQUITY INCOME FUND R 04-3091164	12B-1 DISTRIBUTION FEES

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
ING LIFE INSURANCE AND ANNUITY CO.	64	9855
(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.	
ING FIXED ACCOUNT 71-0294708	RECORD-KEEPING FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2576
(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.	
ING FMR DIVERSIFIED MD CP PORT SRV 25-6725709	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	1486
(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.	
ING JPMORGAN EMRG MKTS EQ PORT SRV 52-2059121	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2823
(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.	
ING OPPENHMR GLOBAL PORT SRV 75-3023503	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2371
(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.	
ING PIMCO HIGH YIELD PORTFOLIO SRV 02-0558398	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2713
(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.	
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60 65	1723
(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.	
ING SOLUTION 2045 PORTFOLIO SRV 20-2456138	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	4280
(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.	
ING TROWEPRICE GRWTH EQTY PORT SRV 06-1496081	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	1137
(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.	
ING U.S. STOCK INDEX PORTFOLIO SRV 55-0839540	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60	1319

(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.
PIONEER EQUITY INCOME FUND R 04-3091164	SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	4429

(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.
ING FMR DIVERSIFIED MD CP PORT SRV 25-6725709	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	3688

(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.
ING INTERMEDIATE BOND FUND R 52-2125227	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	4258
(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.	
ING JPMORGAN EMRG MKTS EQ PORT SRV 52-2059121	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	4897
(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.	
ING OPPENHMR GLOBAL PORT SRV 75-3023503	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	3418
(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.	
ING PIMCO HIGH YIELD PORTFOLIO SRV 02-0558398	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

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
ING MUTUAL FUNDS	28 52 63	1382
(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.	
ING RUSSELL MID CAP INDEX PORT S 26-1751794	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	5267
(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.	
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1962
(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.	
ING SOLUTION 2035 PORTFOLIO SRV 20-2456104	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

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
ING MUTUAL FUNDS	28 52 63	3566
(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.	
ING SOLUTION 2045 PORTFOLIO SRV 20-2456138	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	7555
(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.	
ING TROWEPRICE GRWTH EQTY PORT SRV 06-1496081	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 63	1599
(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.	
ING U.S. STOCK INDEX PORTFOLIO SRV 55-0839540	INVESTMENT MANAGEMENT 12B-1 DISTRIBUTION FEES	

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
PIONEER FUNDS	28 52 63	6097

(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.
PIONEER EQUITY INCOME FUND R 04-3091164	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

a Name: ROBERT R. REDWITZ & COMPANY	**b** EIN: 33-0850406	
c Position: AUDITOR		
d Address: 5520 TRABUCO ROAD IRVINE, CA 92620	**e** Telephone: 949-753-1514	

Explanation: REASON FOR TERM IS JUST WANTED TO MAKE A CHANGE, TRY A NEW PROVIDER. NO DEFINITE REASON.

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FIRST TEAM REAL ESTATE ORANGE COUNTY INC

D Employer Identification Number (EIN)
33-0311423

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: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

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)
71-0294708-000	P	6396128

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

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

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)

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
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST TEAM REAL ESTATE ORANGE COUNTY INC

D Employer Identification Number (EIN)
33-0311423

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	681	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(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)	265197	176725
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5400136	6396128
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1845682	1917865
(15) Other	1c(15)	188918	230605

			(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	7700614	8721323
	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	7700614	8721323

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)	580893	
	(C) Others (including rollovers)	2a(1)(C)	19342	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		600235
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)	7959	
	(F) Other	2b(1)(F)	50906	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58865
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		865995
(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)		
c Other income	2c		8199
d Total income. Add all **income** amounts in column (b) and enter total	2d		1533294
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	508535	
(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)		508535
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		232
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)	3818	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3818
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		512585
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1020709
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EKS&H LLLP **(2)** EIN: 46-1497033

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
FTHCC EMPLOYEES ' 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST TEAM REAL ESTATE ORANGE COUNTY INC

D Employer Identification Number (EIN)
33-0311423

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**

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): 71-0294708

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):

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011

EKS&H
AUDIT | TAX | CONSULTING

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Table of Contents

Page

Independent Auditors' Report....1

Financial Statements

Statements of Net Assets Available for Benefits....3

Statement of Changes in Net Assets Available for Benefits....4

Notes to Financial Statements....5

Supplemental Schedule

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)....16

EKS&H
AUDIT | TAX | CONSULTING

7979 E. Tufts Avenue, Suite 400
Denver, Colorado 80237-2521
P: 303-740-9400
F: 303-740-9009
www.EKSH.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
F.T.H.C.C. Employees' 401(k) Savings Plan
Irvine, California

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of F.T.H.C.C. Employees' 401(k) Savings Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by ING National Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTERS

Supplemental Schedule

The supplemental schedule as of December 31, 2012, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Prior Year Auditors

The financial statements of the Plan as of December 31, 2011, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 19, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

EKS&H LLLP

EKS&H LLLP

October 9, 2013
Denver, Colorado

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value		
Mutual funds	$ 6,396,128	$ 5,400,136
Guaranteed investment contract	2,112,607	1,982,168
Stocks, self-directed	211,688	188,918
Money market fund, self-directed	18,917	-
Total investments, at fair value	8,739,340	7,571,222
Receivables		
Participant notes receivable	176,725	265,197
Net assets available for benefits, at fair value	8,916,065	7,836,419
Adjustment of benefit-responsive guaranteed investment contract from fair value to contract value	(194,742)	-
Net assets available for benefits	$ 8,721,323	$ 7,836,419

See notes to financial statements.

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of assets	$ 729,509
Interest and dividend income	67,745
Total investment income	797,254
Contributions	
Employee contributions	580,893
Rollover contributions	19,342
Total contributions	600,235
Deductions from net assets	
Benefits paid to participants	508,767
Administrative fees	3,818
Total deductions	512,585
Net increase	884,904
Net assets available for benefits	
Beginning of year	7,836,419
End of year	$ 8,721,323

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of F.T.H.C.C. Employees' 401(k) Savings Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

First Team Real Estate - Orange County; Hallmark Escrow Co., Inc.; Coast Cities Escrow; Client Control Systems; Western Resources Title Company; and Glennyre, LLC (collectively, the "Company") established the Plan, which is a defined contribution plan, on June 1, 1992. The Plan is available to all employees age 18 years or older who have completed three months of service. If employed on January 1, 1999, the service and age requirements are waived. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Eligible employees may enter the Plan on the first day of the next quarter following their eligibility dates.

F.T.H.C.C. is the Plan sponsor. ING National Trust ("ING") serves as trustee, manages Plan assets, and maintains the Plan's records. ING offers Plan participants a variety of investment options through various mutual funds, a guaranteed investment contract, and self-directed stocks. Individual accounts are invested in the various investment options at the direction of the participants.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted the United States of America ("GAAP").

Contributions

Participants may make before-tax contributions up to 100% of their annual compensation, not to exceed $17,000, as limited by the IRS, adjusted annually by the Secretary of the Treasury for inflation. This maximum percentage may be reduced by the Plan administrator in certain circumstances. Additional catch-up contributions are available to any participant who is age 50 by the end of the calendar year and has made the maximum contributions for the year. Catch-up contributions are not to exceed the amount limited by the IRS, which is adjusted annually by the Secretary of the Treasury for inflation. Maximum percentages may be reduced by the Plan administrator in certain circumstances. The Plan also permits rollover contributions from other qualified retirement plans. Employee contributions to the Plan are made through regular payroll deductions.

The Plan has an automatic elective employee deferral contribution of 3% of compensation. Participants may affirmatively elect a different percentage or elect not to make elective deferral contributions.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions (continued)

Employees are eligible to contribute, on an after-tax basis through payroll deductions, a percentage of eligible compensation into the Plan as a Roth 401(k) contribution. After-tax contributions are subject to special Internal Revenue Code ("IRC") rules that must be satisfied and reduce the amount a participant may contribute. Provided requirements are met, withdrawals of contributions and any earnings are tax-free to the participant. A participant's combined before-tax and Roth 401(k) contributions cannot exceed the maximum annual amount allowed by law.

The Company may make a discretionary matching contribution. For the Plan year ended December 31, 2012, there were no discretionary matching contributions. The Company has the right to designate all or a portion of the matching contributions as "qualified." To the extent matching contributions are so designated, they are non-forfeitable and may not be withdrawn from the Plan prior to separation from service or attainment of age 59½.

Participants' Accounts

Each participant's account is credited or charged with the participant's contribution; rollover contributions, if any; an allocation of the Company's matching contributions; Plan earnings or losses; forfeitures; and Plan expenses. Allocations are based upon Plan earnings or losses and account balances, as defined. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions, allocated earnings or losses thereon, and any qualified matching contributions.

Employer matching contributions and profit sharing contributions, and the earnings or losses thereon, will vest as follows:

Years of Service	Vested Interest
Less than 1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

A participant's account becomes 100% vested upon death, attaining normal retirement age of 59½, retirement due to disability, or if the Plan is terminated.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Participants may only have two loans outstanding at a time. The loans are secured by the balances in the participants' accounts and bear interest at rates that range from 3.25% to 8.75%, which are commensurate with local prevailing rates, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions, with loans maturing on various dates through February 2024.

Participant loans receivable require amortization of principal and interest over a period not to exceed five years, except on those loans receivable used to purchase primary residences, which may be repaid over a longer period, as provided in the Plan document. Participant loans receivable are valued at cost, which approximates fair value.

Payment of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance, partial withdrawals, or equal installments over a specified period. For termination of service for other reasons, a participant may receive the value of the vested account balance as a lump-sum distribution. If an employee's vested balance is less than $5,000, a lump-sum distribution of the vested account balance will be made, regardless of participant consent, as soon as administratively feasible. If an employee's vested account balance is greater than $5,000, the employee may delay the lump-sum distribution equal to the value of his or her vested account balance until the age of 59½, after which a required minimum distribution will occur unless the participant elects to delay the distribution until his or her required minimum distribution date. Withdrawals by the participant may be made under the hardship provisions of the Plan before termination of employment. Benefits are recorded when paid.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Forfeitures can be used to pay Plan expenses or reduce employer contributions. The balance of this account at December 31, 2012 and 2011 was $0. For the year ended December 31, 2012, $354 was used to pay Plan expenses.

Valuation of Investments and Income Recognition

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

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

The Plan investments include the ING Fixed Account, which is a fully benefit-responsive guaranteed investment contract. As required by generally accepted accounting principles, the accompanying statements of net assets available for benefits present the fair value of the investment contract as reported to the Plan by ING with adjustment to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Contract value is a relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The net realized and unrealized investment gains or losses (net appreciation or depreciation in fair value of investments) are reflected in the accompanying statement of changes in net assets available for benefits and are determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract is a single group annuity contract with a fixed rate of interest. It is not a portfolio of contracts whose yields are based on changes in fair value of underlying assets. As a result, the average yield earned by the Plan is the yield earned (i.e., interest credited). The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than 3.0%. The crediting interest rate for the years ended December 31, 2012 and 2011 averaged 3.0%.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Risks and Uncertainties (continued)

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. Except for the following amendment, there were no material subsequent events that required recognition or disclosure in the financial statements. Effective February 28, 2013, the Plan was amended to require participant consent for distribution amounts over $5,000.

Note 2 - Investments

ING has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2012 and 2011 and the income earned on the investments for the year ended December 31, 2012, as reflected in the accompanying financial statements and the supplemental schedule of assets (held at end of year), are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the trustee, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule of assets (held at end of year).

Note 2 - Investments (continued)

The fair value of investments greater than 5% of net assets was the following at:

	December 31, 2012		December 31, 2011	
ING Fixed Account	$ 2,112,607		$ 1,982,168	
ING T. Rowe Price Growth Equity Portfolio - SVC	$ 737,832		$ 581,852	
ING Oppenheimer Global Portfolio - SVC	$ 533,222		$ 456,664	
ING PIMCO High Yield Portfolio - SVC	$ 525,825		$ 391,547	*
The Growth Fund of America - Class R-3	$ 521,989		$ 502,333	
ING Solution 2025 Portfolio - SVC	$ 490,366		$ 417,063	
ING FMR SM Diversified Mid-Cap Portfolio - SVC	$ 434,198	*	$ 490,405	
Pioneer Equity Income Fund - Class R	$ 380,347	*	$ 435,482	

* Indicates investments not greater than 5% of net assets available for benefits for the respective year.

During 2012, the Plan's investments (including investments bought and sold, as well as held, during the year) appreciated as follows:

Mutual funds	$ 865,995
Guaranteed investment contract	(136,486)
	$ 729,509

Note 3 - Fair Value Accounting

GAAP requires disclosure about how fair value is determined and establishes 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There were no changes to the valuation techniques used during the period.

Note 3 - Fair Value Accounting (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bond funds	$ 990,047	$ -	$ -	$ 990,047
Global/international	1,055,342	-	-	1,055,342
Lifecycle funds	1,130,300	-	-	1,130,300
Balanced fund	378,312	-	-	378,312
Large-blend fund	329,648	-	-	329,648
Large-growth funds	1,259,821	-	-	1,259,821
Large-value fund	380,347	-	-	380,347
Mid-cap growth funds	434,198	-	-	434,198
Mid-cap blend fund	181,910	-	-	181,910
Mid-cap value funds	109,332	-	-	109,332
Small-growth fund	143,653	-	-	143,653
Small-blend fund	3,218	-	-	3,218
Total mutual funds	6,396,128	-	-	6,396,128
Guaranteed investment contract	-	2,112,607	-	2,112,607
Stocks, self-directed	211,688	-	-	211,688
Money market fund, self-directed	18,917	-	-	18,917
Total	$ 6,626,733	$ 2,112,607	$ -	$ 8,739,340

Assets at fair value as of December 31, 2011 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bond funds	$ 744,053	$ -	$ -	$ 744,053
Global/international	951,003	-	-	951,003
Lifecycle funds	927,932	-	-	927,932
Balanced fund	171,161	-	-	171,161
Large-blend fund	244,639	-	-	244,639
Large-growth funds	1,084,185	-	-	1,084,185
Large-value fund	435,482	-	-	435,482
Mid-cap growth funds	490,405	-	-	490,405
Mid-cap blend funds	183,920	-	-	183,920
Small-growth fund	160,429	-	-	160,429
Small-cap blend fund	6,927	-	-	6,927
Total mutual funds	5,400,136	-	-	5,400,136
Insurance investment contract	-	-	1,982,168	1,982,168
Stocks	188,918	-	-	188,918
Total	$ 5,589,054	$ -	$ 1,982,168	$ 7,571,222

Note 3 - Fair Value Accounting (continued)

The valuation technique used to measure fair value of the mutual funds, money market funds, and stocks was quoted prices for identical assets that are directly observable in the marketplace as of the report date.

The valuation technique used to measure stocks is based upon quoted market prices.

The valuation technique used to measure fair value of the guaranteed investment contract is the amount Plan sponsors would receive if they were to withdraw or transfer funds within the Plan prior to their maturity, adjusted for any withdrawal (income approach). The guaranteed investment contract is intended to be a long-term investment for participants seeking stability of principal and a minimum guaranteed rate of interest. There are no unfunded commitments with respect to the fund. The fund may be redeemed on a daily basis.

For the Level 3 investment in 2011, the Plan made a reasonable attempt to obtain quantitative information on unobservable inputs; however, the Plan does not have the transparency to view the underlying inputs.

The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually. There were no changes to the valuation techniques used during the period.

Level 2 Transfers

The following is a reconciliation of the transfers in and out for assets measured at fair value on a recurring basis for Level 2 assets during the period ended December 31, 2012:

Description	Level 2	Level 3	Total
Beginning balance	$ -	$ 1,982,168	$ 1,982,168
Transfer	1,982,168	(1,982,168)	-
Gain	130,439	-	130,439
Ending balance	$ 2,112,607	$ -	$ 2,112,607

Note 4 - Income Taxes

The Plan adopted a non-standardized form of a prototype plan sponsored by ING Life Insurance Annuity Company Non-Standardized 401(k) Profit Sharing Plan #01-005, which received a favorable opinion letter from the IRS dated March 31, 2008 that stated that the prototype Plan document was in compliance with the applicable requirements of the IRC. The Plan has been amended; however, the Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 4 - Income Taxes (continued)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative, accounting, and legal services to the Plan and also pays the cost of certain outside services for the Plan.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested, and the Plan administrator is to distribute each participant's interest to the participant or the participant's beneficiary.

Note 7 - Party-in-Interest Transactions

Certain Plan investments are mutual funds and an ING Fixed Account fund, which are managed by ING. ING is the asset trustee, as defined by the Plan. These transactions qualify as party-in-interest transactions and are exempt from the prohibited transaction rules. In addition, the Plan provides for loans to participants, which are also party-in-interest transactions that are exempt from the prohibited transactions rules.

Note 8 - Reconciliation to Form 5500

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

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$ 8,721,323	$ 7,836,419
Adjustment from fair value to contract value for fully benefit-responsive guaranteed investment contract	-	(136,486)
Adjustment for non-interest-bearing cash account	-	681
Net assets available for benefits per Form 5500	$ 8,721,323	$ 7,700,614

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Form 5500:

Net increase per the financial statements	$ 884,904
Add prior year adjustment from fair value to contract value for fully benefit-responsive investment contract no reported on Form 5500	136,486
Less prior year adjustment for non-interest-bearing cash account	(681)
Net increase per Form 5500	$ 1,020,709

SUPPLEMENTAL SCHEDULE

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 33-0311423
Plan Number - 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
*	Guaranteed investment contract		
	ING	ING Fixed Account, crediting interest rate 3.0%	$ 2,112,607
	Mutual funds		
*	ING	ING T.Rowe Price Growth Equity Portfolio - SVC	737,832
*	ING	ING Oppenheimer Global Portfolio - SVC	533,222
*	ING	ING PIMCO High Yield Portfolio - SVC	525,825
	American Funds	The Growth Fund of America - Class R3	521,989
*	ING	ING Solution 2025 Portfolio - SVC	490,366
*	ING	ING FMR SM Diversified Mid-Cap Portfolio - SVC	434,198
*	ING	ING Intermediate Bond Fund - Class R	416,777
	Pioneer Investments	Pioneer Equity Income Fund - Class R	380,347
	American Funds	American Balanced Fund	378,312
*	ING	ING U.S. Stock Index Portfolio	329,648
*	ING	ING Solution 2045 Portfolio - SVC	289,261
*	ING	ING JPMorgan Emerging Markets Equity Portfolio - SVC	285,647
	Thornburg Investments	Thornburg International Value Fund - Class R4	236,473
*	ING	ING Solution 2035 Portfolio - SVC	211,920
*	ING	ING Russell Mid-Cap Index Portfolio	181,910
	Wanger USA	Wanger USA Fund	143,653
*	ING	ING Solution 2015 Portfolio - SVC	111,800
	Ridgeworth Investments	Ridgeworth Mid-Cap Value Equity Fund - Class A	61,022
*	ING	ING American Century Small/Mid-Cap Value Portfolio	48,310
	PIMCO	PIMCO Real Return - Class A	47,445
*	ING	ING Solution Income Portfolio - SVC	17,948
*	ING	ING Solution 2055 Portfolio - SVC	9,005
*	ING	ING Russell Small-Cap Index Portfolio	3,218
	Various	Self-Directed Brokerage Account	230,605
	Participant notes receivable	Interest rates ranging from 3.25% to 8.75%, with maturity dates through November 2017, collateralized by vested participant account balances	176,725
			$ 8,916,065

* Party-in-interest

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
FTHCC Employees' 401(k) Savings Plan
EIN#33-311423
Plan#001
As Of December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d)Cost	(e) Current Value
	American Funds Am Balancd R3	Registered Investment Company		$378,312
	American Funds Growth Fnd R3	Registered Investment Company		$521,989
*	ING AmCen Sm-MdCp Vl Pt Srv	Registered Investment Company		$48,310
*	ING Fixed Account	Insurance Company General Account		$1,917,865
*	ING FMR Divr MdCp Port Srv	Registered Investment Company		$434,198
*	ING Intermediate Bond Fund R	Registered Investment Company		$416,777
*	ING JPM Emrg Mkts Eq Port Srv	Registered Investment Company		$285,647
*	ING Oppenhmr Global Port Srv	Registered Investment Company		$533,221
*	ING PIMCO High Yield Port Srv	Registered Investment Company		$525,825
*	ING Russell MdCp Indx Prt S	Registered Investment Company		$181,910
*	ING Russell SmCp Indx Prt S	Registered Investment Company		$3,218
*	ING Solution 2015 Port Srv	Registered Investment Company		$111,800
*	ING Solution 2025 Port Srv	Registered Investment Company		$490,366
*	ING Solution 2035 Port Srv	Registered Investment Company		$211,920
*	ING Solution 2045 Port Srv	Registered Investment Company		$289,261
*	ING Solution 2055 Port Srv	Registered Investment Company		$9,005
*	ING Solution Inc Port Srv	Registered Investment Company		$17,948
*	ING TRowePrc Grw Eqty Pt Srv	Registered Investment Company		$737,832
*	ING US Stock Index Port Srv	Registered Investment Company		$329,648
	PIMCO Real Return Fund-A	Registered Investment Company		$47,445
	Pioneer Equity Income Fund R	Registered Investment Company		$380,347
	RidgeWorth MdCp Vl Eqty Fnd A	Registered Investment Company		$61,022
	TD AMERITRADE SDBA	Registered Investment Company		$230,605
	Thornburg Intl Value Fnd R4	Registered Investment Company		$236,473
	Wanger USA	Registered Investment Company		$143,653
	Participant Loans - Rates 0.09% to 9.50%	Registered Investment Company		$176,725
	TOTAL	Registered Investment Company		$8,721,323

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011

EKS&H
AUDIT | TAX | CONSULTING

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Table of Contents

Page

Independent Auditors' Report....1

Financial Statements

Statements of Net Assets Available for Benefits....3

Statement of Changes in Net Assets Available for Benefits....4

Notes to Financial Statements....5

Supplemental Schedule

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)....16

EKS&H
AUDIT | TAX | CONSULTING

7979 E. Tufts Avenue, Suite 400
Denver, Colorado 80237-2521
P: 303-740-9400
F: 303-740-9009
www.EKSH.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
F.T.H.C.C. Employees' 401(k) Savings Plan
Irvine, California

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of F.T.H.C.C. Employees' 401(k) Savings Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by ING National Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTERS

Supplemental Schedule

The supplemental schedule as of December 31, 2012, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Prior Year Auditors

The financial statements of the Plan as of December 31, 2011, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 19, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

EKS&H LLLP

EKS&H LLLP

October 9, 2013
Denver, Colorado

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value		
Mutual funds	$ 6,396,128	$ 5,400,136
Guaranteed investment contract	2,112,607	1,982,168
Stocks, self-directed	211,688	188,918
Money market fund, self-directed	18,917	-
Total investments, at fair value	8,739,340	7,571,222
Receivables		
Participant notes receivable	176,725	265,197
Net assets available for benefits, at fair value	8,916,065	7,836,419
Adjustment of benefit-responsive guaranteed investment contract from fair value to contract value	(194,742)	-
Net assets available for benefits	$ 8,721,323	$ 7,836,419

See notes to financial statements.

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of assets	$ 729,509
Interest and dividend income	67,745
Total investment income	797,254
Contributions	
Employee contributions	580,893
Rollover contributions	19,342
Total contributions	600,235
Deductions from net assets	
Benefits paid to participants	508,767
Administrative fees	3,818
Total deductions	512,585
Net increase	884,904
Net assets available for benefits	
Beginning of year	7,836,419
End of year	$ 8,721,323

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of F.T.H.C.C. Employees' 401(k) Savings Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

First Team Real Estate - Orange County; Hallmark Escrow Co., Inc.; Coast Cities Escrow; Client Control Systems; Western Resources Title Company; and Glennyre, LLC (collectively, the "Company") established the Plan, which is a defined contribution plan, on June 1, 1992. The Plan is available to all employees age 18 years or older who have completed three months of service. If employed on January 1, 1999, the service and age requirements are waived. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Eligible employees may enter the Plan on the first day of the next quarter following their eligibility dates.

F.T.H.C.C. is the Plan sponsor. ING National Trust ("ING") serves as trustee, manages Plan assets, and maintains the Plan's records. ING offers Plan participants a variety of investment options through various mutual funds, a guaranteed investment contract, and self-directed stocks. Individual accounts are invested in the various investment options at the direction of the participants.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted the United States of America ("GAAP").

Contributions

Participants may make before-tax contributions up to 100% of their annual compensation, not to exceed $17,000, as limited by the IRS, adjusted annually by the Secretary of the Treasury for inflation. This maximum percentage may be reduced by the Plan administrator in certain circumstances. Additional catch-up contributions are available to any participant who is age 50 by the end of the calendar year and has made the maximum contributions for the year. Catch-up contributions are not to exceed the amount limited by the IRS, which is adjusted annually by the Secretary of the Treasury for inflation. Maximum percentages may be reduced by the Plan administrator in certain circumstances. The Plan also permits rollover contributions from other qualified retirement plans. Employee contributions to the Plan are made through regular payroll deductions.

The Plan has an automatic elective employee deferral contribution of 3% of compensation. Participants may affirmatively elect a different percentage or elect not to make elective deferral contributions.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions (continued)

Employees are eligible to contribute, on an after-tax basis through payroll deductions, a percentage of eligible compensation into the Plan as a Roth 401(k) contribution. After-tax contributions are subject to special Internal Revenue Code ("IRC") rules that must be satisfied and reduce the amount a participant may contribute. Provided requirements are met, withdrawals of contributions and any earnings are tax-free to the participant. A participant's combined before-tax and Roth 401(k) contributions cannot exceed the maximum annual amount allowed by law.

The Company may make a discretionary matching contribution. For the Plan year ended December 31, 2012, there were no discretionary matching contributions. The Company has the right to designate all or a portion of the matching contributions as "qualified." To the extent matching contributions are so designated, they are non-forfeitable and may not be withdrawn from the Plan prior to separation from service or attainment of age 59½.

Participants' Accounts

Each participant's account is credited or charged with the participant's contribution; rollover contributions, if any; an allocation of the Company's matching contributions; Plan earnings or losses; forfeitures; and Plan expenses. Allocations are based upon Plan earnings or losses and account balances, as defined. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions, allocated earnings or losses thereon, and any qualified matching contributions.

Employer matching contributions and profit sharing contributions, and the earnings or losses thereon, will vest as follows:

Years of Service	Vested Interest
Less than 1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

A participant's account becomes 100% vested upon death, attaining normal retirement age of 59½, retirement due to disability, or if the Plan is terminated.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Participants may only have two loans outstanding at a time. The loans are secured by the balances in the participants' accounts and bear interest at rates that range from 3.25% to 8.75%, which are commensurate with local prevailing rates, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions, with loans maturing on various dates through February 2024.

Participant loans receivable require amortization of principal and interest over a period not to exceed five years, except on those loans receivable used to purchase primary residences, which may be repaid over a longer period, as provided in the Plan document. Participant loans receivable are valued at cost, which approximates fair value.

Payment of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance, partial withdrawals, or equal installments over a specified period. For termination of service for other reasons, a participant may receive the value of the vested account balance as a lump-sum distribution. If an employee's vested balance is less than $5,000, a lump-sum distribution of the vested account balance will be made, regardless of participant consent, as soon as administratively feasible. If an employee's vested account balance is greater than $5,000, the employee may delay the lump-sum distribution equal to the value of his or her vested account balance until the age of 59½, after which a required minimum distribution will occur unless the participant elects to delay the distribution until his or her required minimum distribution date. Withdrawals by the participant may be made under the hardship provisions of the Plan before termination of employment. Benefits are recorded when paid.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Forfeitures can be used to pay Plan expenses or reduce employer contributions. The balance of this account at December 31, 2012 and 2011 was $0. For the year ended December 31, 2012, $354 was used to pay Plan expenses.

Valuation of Investments and Income Recognition

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

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

The Plan investments include the ING Fixed Account, which is a fully benefit-responsive guaranteed investment contract. As required by generally accepted accounting principles, the accompanying statements of net assets available for benefits present the fair value of the investment contract as reported to the Plan by ING with adjustment to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Contract value is a relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The net realized and unrealized investment gains or losses (net appreciation or depreciation in fair value of investments) are reflected in the accompanying statement of changes in net assets available for benefits and are determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract is a single group annuity contract with a fixed rate of interest. It is not a portfolio of contracts whose yields are based on changes in fair value of underlying assets. As a result, the average yield earned by the Plan is the yield earned (i.e., interest credited). The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than 3.0%. The crediting interest rate for the years ended December 31, 2012 and 2011 averaged 3.0%.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Risks and Uncertainties (continued)

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Subsequent Events

The Plan has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance. Except for the following amendment, there were no material subsequent events that required recognition or disclosure in the financial statements. Effective February 28, 2013, the Plan was amended to require participant consent for distribution amounts over $5,000.

Note 2 - Investments

ING has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2012 and 2011 and the income earned on the investments for the year ended December 31, 2012, as reflected in the accompanying financial statements and the supplemental schedule of assets (held at end of year), are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the trustee, except for comparing the information contained therein to information included in the financial statements and the supplemental schedule of assets (held at end of year).

Note 2 - Investments (continued)

The fair value of investments greater than 5% of net assets was the following at:

	December 31, 2012		December 31, 2011	
ING Fixed Account	$ 2,112,607		$ 1,982,168	
ING T. Rowe Price Growth Equity Portfolio - SVC	$ 737,832		$ 581,852	
ING Oppenheimer Global Portfolio - SVC	$ 533,222		$ 456,664	
ING PIMCO High Yield Portfolio - SVC	$ 525,825		$ 391,547	*
The Growth Fund of America - Class R-3	$ 521,989		$ 502,333	
ING Solution 2025 Portfolio - SVC	$ 490,366		$ 417,063	
ING FMR SM Diversified Mid-Cap Portfolio - SVC	$ 434,198	*	$ 490,405	
Pioneer Equity Income Fund - Class R	$ 380,347	*	$ 435,482	

* Indicates investments not greater than 5% of net assets available for benefits for the respective year.

During 2012, the Plan's investments (including investments bought and sold, as well as held, during the year) appreciated as follows:

Mutual funds	$ 865,995
Guaranteed investment contract	(136,486)
	$ 729,509

Note 3 - Fair Value Accounting

GAAP requires disclosure about how fair value is determined and establishes 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There were no changes to the valuation techniques used during the period.

Note 3 - Fair Value Accounting (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets at fair value as of December 31, 2012 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bond funds	$ 990,047	$ -	$ -	$ 990,047
Global/international	1,055,342	-	-	1,055,342
Lifecycle funds	1,130,300	-	-	1,130,300
Balanced fund	378,312	-	-	378,312
Large-blend fund	329,648	-	-	329,648
Large-growth funds	1,259,821	-	-	1,259,821
Large-value fund	380,347	-	-	380,347
Mid-cap growth funds	434,198	-	-	434,198
Mid-cap blend fund	181,910	-	-	181,910
Mid-cap value funds	109,332	-	-	109,332
Small-growth fund	143,653	-	-	143,653
Small-blend fund	3,218	-	-	3,218
Total mutual funds	6,396,128	-	-	6,396,128
Guaranteed investment contract	-	2,112,607	-	2,112,607
Stocks, self-directed	211,688	-	-	211,688
Money market fund, self-directed	18,917	-	-	18,917
Total	$ 6,626,733	$ 2,112,607	$ -	$ 8,739,340

Assets at fair value as of December 31, 2011 are as follows:

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Bond funds	$ 744,053	$ -	$ -	$ 744,053
Global/international	951,003	-	-	951,003
Lifecycle funds	927,932	-	-	927,932
Balanced fund	171,161	-	-	171,161
Large-blend fund	244,639	-	-	244,639
Large-growth funds	1,084,185	-	-	1,084,185
Large-value fund	435,482	-	-	435,482
Mid-cap growth funds	490,405	-	-	490,405
Mid-cap blend funds	183,920	-	-	183,920
Small-growth fund	160,429	-	-	160,429
Small-cap blend fund	6,927	-	-	6,927
Total mutual funds	5,400,136	-	-	5,400,136
Insurance investment contract	-	-	1,982,168	1,982,168
Stocks	188,918	-	-	188,918
Total	$ 5,589,054	$ -	$ 1,982,168	$ 7,571,222

Note 3 - Fair Value Accounting (continued)

The valuation technique used to measure fair value of the mutual funds, money market funds, and stocks was quoted prices for identical assets that are directly observable in the marketplace as of the report date.

The valuation technique used to measure stocks is based upon quoted market prices.

The valuation technique used to measure fair value of the guaranteed investment contract is the amount Plan sponsors would receive if they were to withdraw or transfer funds within the Plan prior to their maturity, adjusted for any withdrawal (income approach). The guaranteed investment contract is intended to be a long-term investment for participants seeking stability of principal and a minimum guaranteed rate of interest. There are no unfunded commitments with respect to the fund. The fund may be redeemed on a daily basis.

For the Level 3 investment in 2011, the Plan made a reasonable attempt to obtain quantitative information on unobservable inputs; however, the Plan does not have the transparency to view the underlying inputs.

The Plan's management reaffirms its understanding of the valuation techniques used by its pricing services at least annually. There were no changes to the valuation techniques used during the period.

Level 2 Transfers

The following is a reconciliation of the transfers in and out for assets measured at fair value on a recurring basis for Level 2 assets during the period ended December 31, 2012:

Description	Level 2	Level 3	Total
Beginning balance	$ -	$ 1,982,168	$ 1,982,168
Transfer	1,982,168	(1,982,168)	-
Gain	130,439	-	130,439
Ending balance	$ 2,112,607	$ -	$ 2,112,607

Note 4 - Income Taxes

The Plan adopted a non-standardized form of a prototype plan sponsored by ING Life Insurance Annuity Company Non-Standardized 401(k) Profit Sharing Plan #01-005, which received a favorable opinion letter from the IRS dated March 31, 2008 that stated that the prototype Plan document was in compliance with the applicable requirements of the IRC. The Plan has been amended; however, the Plan administrator believes that the Plan continues to be operated and administered in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 4 - Income Taxes (continued)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 - Administration of the Plan

The Company provides, at no cost to the Plan, certain administrative, accounting, and legal services to the Plan and also pays the cost of certain outside services for the Plan.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested, and the Plan administrator is to distribute each participant's interest to the participant or the participant's beneficiary.

Note 7 - Party-in-Interest Transactions

Certain Plan investments are mutual funds and an ING Fixed Account fund, which are managed by ING. ING is the asset trustee, as defined by the Plan. These transactions qualify as party-in-interest transactions and are exempt from the prohibited transaction rules. In addition, the Plan provides for loans to participants, which are also party-in-interest transactions that are exempt from the prohibited transactions rules.

Note 8 - Reconciliation to Form 5500

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

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$ 8,721,323	$ 7,836,419
Adjustment from fair value to contract value for fully benefit-responsive guaranteed investment contract	-	(136,486)
Adjustment for non-interest-bearing cash account	-	681
Net assets available for benefits per Form 5500	$ 8,721,323	$ 7,700,614

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Form 5500:

Net increase per the financial statements	$ 884,904
Add prior year adjustment from fair value to contract value for fully benefit-responsive investment contract no reported on Form 5500	136,486
Less prior year adjustment for non-interest-bearing cash account	(681)
Net increase per Form 5500	$ 1,020,709

SUPPLEMENTAL SCHEDULE

F.T.H.C.C. EMPLOYEES' 401(K) SAVINGS PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 33-0311423
Plan Number - 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
*	Guaranteed investment contract		
	ING	ING Fixed Account, crediting interest rate 3.0%	$ 2,112,607
	Mutual funds		
*	ING	ING T.Rowe Price Growth Equity Portfolio - SVC	737,832
*	ING	ING Oppenheimer Global Portfolio - SVC	533,222
*	ING	ING PIMCO High Yield Portfolio - SVC	525,825
	American Funds	The Growth Fund of America - Class R3	521,989
*	ING	ING Solution 2025 Portfolio - SVC	490,366
*	ING	ING FMR SM Diversified Mid-Cap Portfolio - SVC	434,198
*	ING	ING Intermediate Bond Fund - Class R	416,777
	Pioneer Investments	Pioneer Equity Income Fund - Class R	380,347
	American Funds	American Balanced Fund	378,312
*	ING	ING U.S. Stock Index Portfolio	329,648
*	ING	ING Solution 2045 Portfolio - SVC	289,261
*	ING	ING JPMorgan Emerging Markets Equity Portfolio - SVC	285,647
	Thornburg Investments	Thornburg International Value Fund - Class R4	236,473
*	ING	ING Solution 2035 Portfolio - SVC	211,920
*	ING	ING Russell Mid-Cap Index Portfolio	181,910
	Wanger USA	Wanger USA Fund	143,653
*	ING	ING Solution 2015 Portfolio - SVC	111,800
	Ridgeworth Investments	Ridgeworth Mid-Cap Value Equity Fund - Class A	61,022
*	ING	ING American Century Small/Mid-Cap Value Portfolio	48,310
	PIMCO	PIMCO Real Return - Class A	47,445
*	ING	ING Solution Income Portfolio - SVC	17,948
*	ING	ING Solution 2055 Portfolio - SVC	9,005
*	ING	ING Russell Small-Cap Index Portfolio	3,218
	Various	Self-Directed Brokerage Account	230,605
	Participant notes receivable	Interest rates ranging from 3.25% to 8.75%, with maturity dates through November 2017, collateralized by vested participant account balances	176,725
			$ 8,916,065

* Party-in-interest