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
FIKES WHOLESALE, INC. PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1980

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

FIKES WHOLESALE, INC.

P.O. BOX 1287
TEMPLE, TX 76503-1287

2b Employer Identification Number (EIN) 74-1857841

2c Sponsor's telephone number 254-791-0009

2d Business code (see instructions) 445120

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	JAMES FIKES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

FIKES WHOLESALE, INC.

P.O. BOX 1287
TEMPLE, TX 76503-1287

3b Administrator's EIN
74-1857841

3c Administrator's telephone number
254-791-0009

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	788
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**	469
b	Retired or separated participants receiving benefits	**6b**	12
c	Other retired or separated participants entitled to future benefits	**6c**	282
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	763
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	763
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	763
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	91
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ 0 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☐ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

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

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

A Name of plan
FIKES WHOLESALE, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIKES WHOLESALE, INC.

D Employer Identification Number (EIN)
74-1857841

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

EXTRACO

74-0935612

(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?
12	CONTRACT ADMINSTRATOR	17337	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
FIKES WHOLESALE, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIKES WHOLESALE, INC.

D Employer Identification Number (EIN)
74-1857841

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	250000	250000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	6562	9642
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	797901	152413
(2) U.S. Government securities	1c(2)	122750	467644
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	496504	799232
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	834832	1087498
(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)		
(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)	418068	499738
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2926617	3266167
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	2926617	3266167

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)	250000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		250000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	10184	
(C) Corporate debt instruments	2b(1)(C)	31110	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		41294
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	32000	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9576	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		41576
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	180865	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	190705	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-9840
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	156872	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		156872

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		479902
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	120941	
(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)		120941
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	19411	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		19411
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		140352
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		339550
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: GEORGE R DETHLEFSEN, CPA **(2)** EIN: 74-2822707

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		230000
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
FIKES WHOLESALE, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIKES WHOLESALE, INC.

D Employer Identification Number (EIN)
74-1857841

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-0935612

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

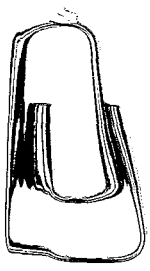
c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Fikes Wholesale, Inc.
Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditor's Report Thereon)



George R. Dethlefsen, CPA

1105 Wooded Acres, Suite 120 • Waco, Texas 76710
Phone 254-772-5750 • Fax 254-776-3949

INDEPENDENT AUDITOR'S REPORT

Fikes Wholesale, Inc.
Profit Sharing Plan and Trust
Waco, Texas

To the Board of Trustees:

We were engaged to audit the financial statements of Fikes Wholesale, Inc. Profit Sharing Plan and Trust as of December 31, 2012 and 2011, and for the years then ended, and the supplemental Schedule H, line 4i–Schedule of Assets (Held at End of Year) and Schedule H, line 4i–Schedule of Assets (Acquired and Disposed of Within Year) as of and for the year ended December 31, 2011. These financial statements and schedules are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

George R. Dethlefsen, CPA

George R. Dethlefsen, CPA
Waco, Texas

September 26, 2013

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
U.S. government securities	$ 404,247	55,608
Mortgage-backed securities	63,397	67,142
Corporate bonds and notes	799,232	496,504
Mutual funds	499,738	418,068
Corporate stocks	1,087,498	834,832
Money market funds	152,413	797,901
Total investments	3,006,525	2,670,055
Receivables:		
Employer's contributions	250,000	250,000
Interest and dividends	9,642	6,562
	259,642	256,562
TOTAL ASSETS	3,266,167	2,926,617
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,266,167	2,926,617

See accompanying notes to financial statements

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 82,870	72,123
Net appreciation (depreciation) in fair value of investments	147,032	(89,183)
	229,902	(17,060)
Employer's contributions	250,000	250,000
Total additions	479,902	232,940
Deductions from net assets attributed to:		
Benefits paid directly to participants	120,941	92,890
Administrative expenses	19,411	16,432
Total deductions	140,352	109,322
Net increase (decrease)	339,550	123,618
Net assets available for plan benefits, beginning of year	2,926,617	2,802,999
Net assets available for plan benefits, end of year	$ 3,266,167	2,926,617

See accompanying notes to financial statements

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan

The following description of Fikes Wholesale, Inc. Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Fikes Wholesale, Inc.; CEFCO Food Stores; Group Petroleum Services, Inc.; and Deweese Enterprises, Inc. (collectively, the Company) who have completed at least one year of service and worked a minimum of 1,000 hours. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company contributes amounts to the Plan at the discretion of the Company's boards of directors. Contributions are subject to certain limitations.

Participant Accounts

Each participant account is credited with an allocation of (a) Company contributions, (b) Plan earnings, and (c) certain forfeitures of terminated participants' nonvested accounts and charged with an allocation of administrative expenses. Allocations are based on compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Employer contributions are 20% vested to the participant after the first two full plan years of service, 20% for each additional year of service, and fully vested after six years. Full vesting also occurs upon death, total disability, or retirement at or after age 65.

Payment of Benefits

On termination of service, a participant receives a lump-sum amount equal to the vested balance of his or her account.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investments

The Plan's investments are stated at fair value based on quoted prices in active markets. See Note 3 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

(2) Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Company.

Use of Estimates

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

(3) Fair Value Measurements

Investments are reported in the financial statements at fair value, in accordance with FASB Statement No. 157, *Fair Value Measurements*, which defines fair value as 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. The Statement establishes a framework for measuring fair value in GAAP, identifying three levels of measurements: quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3); Level 1 inputs receive the highest priority when measuring fair value. Fair values of investments are measured on a recurring basis using Level 1 inputs.

(4) Investments

All investments are non-participant directed. Investments that represented 5% or more of the Plan's net assets at December 31, 2012 or 2011, are as follows:

	2012	2011
Money Market Funds		
Federated Prime Obligations Fund #10	none	797,901

During 2012 and 2011, respectively, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $147,032 and $(89,183) as follows:

	2012	2011
U.S. government securities	$ (1,362)	(3,278)
Mortgage-backed securities	(712)	5,443
Corporate bonds and notes	(3,358)	(19,849)
Mutual funds	59,670	(55,766)
Corporate stocks	92,794	(15,733)
	$ 147,032	(89,183)

(5) Unaudited Information Certified by the Custodian

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements, which was prepared by or derived from information prepared by Extraco Trust Services and furnished to the plan administrator. The plan administrator has obtained certification from the custodian that the information is complete and accurate as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Statement of net assets available for benefits:		
U.S. government securities	$ 404,247	55,608
Mortgage-backed securities	63,397	67,142
Corporate bonds and notes	799,232	496,504
Mutual funds	499,738	418,068
Corporate stocks	1,037,498	834,832
Money market funds	152,413	797,901
Receivables - interest and dividends	9,642	6,562
Statement of changes in net assets available for benefits:		
Net appreciation (depreciation) in fair value of investments	$ 147,032	(89,183)
Interest and dividends	82,870	72,123
Fiduciary fees	(19,411)	(16,432)

All information included in Note 4 is unaudited. Additionally, the information contained in the supplemental Schedule H, line 4i–Schedule of Assets (Held at End of Year) is unaudited.

(6) Components of Net Assets Available for Benefits

Included in net assets available for benefits are accounts of persons who have withdrawn from participation in the Plan, which totaled $228,796 and $110,695 at December 31, 2012 and 2011, respectively.

(7) Forfeitures

The Plan provides for forfeited account balances to be treated like employer contributions and applied to participant accounts. During 2012 and 2011, forfeitures totaling $34,939 and $46,086 were applied to participant accounts.

(8) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated July 11, 1995, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has since been amended. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

(9) Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants will become 100% vested in their accounts.

(10) Party-In-Interest Transactions

The Plan has not considered Company contributions to the Plan or benefits paid by the Plan to participants as party-in-interest transactions.

(11) Subsequent Events

The Plan has evaluated subsequent events through September 26, 2013, the date which the financial statements were available to be issued. No events have occurred subsequent to the date of the statement of net assets available for benefits that would require adjustment to, or disclosure in, the financial statements.

Effective January 1, 2013, the Plan was amended to include 401(k) premiums allowing employee elective deferrals.

SUPPLEMENTAL SCHEDULES

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 74-1857841
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	(d) Cost	(e) Current Value
	U.S. Government Securities			
	FFCB	50,000; 6.3%; 12/3/2013	$ 51,062	$ 52,810
	FHLMC	100,000; 2%; 3/21/19	100,000	100,333
	FNMA	100,000; 2%; 8/28/19	100,000	100,249
	FHLMC	50,000; 2%; 11/30/12	50,000	50,578
	FHLB	100,000; 2.48%; 2/22/22	100,000	100,277
			401,062	404,247
	Mortgage-backed Securities			
	FHLMC	5,004.94; 5.5%; 1/1/2017	5,047	5,348
	GNMA	50,000; 5%; 4/16/2023	49,000	58,049
			54,047	63,397
	Corporate Bonds and Notes			
	McDonald's Corporation	75,000; 4.125%; 6/1/2013	71,680	76,118
	Caterpillar, Inc.	25,000; 7%; 12/15/2013	26,433	26,534
	XTRA Finance	25,000; 5.15%; 4/1/2017	25,000	28,411
	Whirlpool Corp	50,000; 4.7%; 6/1/22	51,964	53,141
	GE Capital	50,000; 5.45%; 2/15/2023	50,000	50,012
	Genworth Life Inst Fund	100,000; 5.875%; 5/3/13	104,122	101,522
	SBC Comm	100,000; 5.1%; 9/15/2014	102,460	107,420
	Walmart Stores	50,000; 4.5%; 7/1/2015	50,000	54,760
	GE Cap Corporation	100,000; 5.625%; 10/15/2016	100,000	100,272
	Federated Float Rate Strat Inc FD	9,980.04 shares	100,000	100,100
	Pimco Hi Yield FD	10,471.204 shares	100,000	100,942
			781,659	799,232
	Mutual Funds			
	DFA US Core Equity 1 Port	10,832 shares	98,565	133,775
	DFA US Targeted Value Port	3,535 shares	41,896	60,136
	DFA Real Estate Sec Port DFREX	1818 shares	45,872	47,887
	DFA US Small Cap Portfolio	3,335 shares	61,309	75,609
	DFA Emerging Markets Core Eq	5,012 shares	97,713	102,251
	DFA Int'l Core Equity	7,512 shares	62,616	80,080
			407,971	499,738

Note: Column (a) is blank as there were no parties in interest.

See accompanying independent auditor's report

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 74-1857841
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	(d) Cost	(e) Current Value
	Money Market Funds			
	Federated Prime Obligations	Fund #10; 152,005.27	152,413	152,413
			152,413	152,413
	Corporate Stocks			
	Ishares, Inc.	3,675 shares	29,482	50,311
	United Parcel	155 shares	12,405	11,428
	McDonalds Corp	128 shares	12,476	11,291
	VF Corp	82 shares	12,201	12,380
	Coca Cola Co	346 shares	12,549	12,543
	Target	675 shares	32,919	39,940
	CVS Caremark Corporation	675 shares	22,287	32,636
	Kimberly-Clark Corporation	569 shares	39,769	48,041
	Pepsico, Inc. NC	500 shares	23,040	34,215
	Philip Morris Intl Inc	141 shares	12,236	11,793
	Walgreen Company	1,100 shares	44,688	40,711
	Conagra Inc	479 shares	12,636	14,131
	Colgate Palmolive Co	424 shares	43,496	44,325
	Smucker JM Co Com New	155 shares	12,536	13,367
	Chevron Corp New	115 shares	12,134	12,436
	ConocoPhillips	161 shares	9,267	9,336
	Exxon Mobil Corporation	750 shares	35,699	64,913
	Schlumberger, Ltd.	296 shares	23,184	20,512
	Abbott Laboratories	679 shares	36,428	44,475
	Johnson & Johnson	991 shares	50,515	69,469
	Teva Pharmacetical	900 shares	30,735	33,606
	Blackrock, Inc.	50 shares	6,383	10,336
	Wells Fargo & Co. New	438 shares	10,330	14,971
	Caterpillar Inc Del	400 shares	26,674	35,843
	Deere & Co.	400 shares	24,811	34,568
	3M Co	300 shares	25,068	27,855
	Danaher Corporation	1,550 shares	30,945	86,645
	General Electric Company	1,373 shares	37,774	28,819
	Illinois Tool Wks Inc.	525 shares	25,084	31,925
	Plum Creek Timber Co Inc	301 shares	12,497	13,355
	Cisco Systems, Inc.	1,050 shares	20,908	20,632
	EMC Corp Mass	1,150 shares	14,575	29,095
	International Business Machines	150 shares	11,983	28,733
	AT&T, Inc.	1,214 shares	43,629	40,922
	JP Morgan Chase 8.625%	2,000 shares	50,000	51,940
			861,343	1,087,498
			$ 2,658,495	$ 3,006,525

Note: Column (a) is blank as there were no parties in interest.

See accompanying independent auditor's report

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 ☒ a single-employer plan; ☐ a DFE (specify) ___

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

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

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
Fikes Wholesale, Inc. profit Sharing Plan & Trust

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1980

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

P.O. Box 1287

Temple TX 76503-1287

2b Employer Identification Number (EIN) 74-1857841

2c Sponsor's telephone number 254-791-0009

2d Business code (see instructions) 445120

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	James R Fikes	10-4-13	James Fikes
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address Fikes Wholesale, Inc. P.O. Box 1287 Temple TX 76503-1287	**3b** Administrator's EIN 74-1857841	
	3c Administrator's telephone number 254-791-0009	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	**5**	788
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**	469
b Retired or separated participants receiving benefits	**6b**	12
c Other retired or separated participants entitled to future benefits	**6c**	282
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	763
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	763
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	763
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	91
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	(1)	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	(2)	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	(3)	☒ Trust
(4)	☐ General assets of the sponsor	(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		**b General Schedules**		
(1)	☒ **R** (Retirement Plan Information)	(1)	☒	**H** (Financial Information)
(2)	☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	☐	**I** (Financial Information – Small Plan)
		(3)	☐	**A** (Insurance Information)
		(4)	☒	**C** (Service Provider Information)
(3)	☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	☐	**D** (DFE/Participating Plan Information)
		(6)	☐	**G** (Financial Transaction Schedules)

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 74-1857841
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	(d) Cost	(e) Current Value
	U.S. Government Securities			
	FFCB	50,000; 6.3%; 12/3/2013	$ 51,062	$ 52,810
	FHLMC	100,000; 2%; 3/21/19	100,000	100,333
	FNMA	100,000; 2%; 8/28/19	100,000	100,249
	FHLMC	50,000; 2%; 11/30/12	50,000	50,578
	FHLB	100,000; 2.48%; 2/22/22	100,000	100,277
			401,062	404,247
	Mortgage-backed Securities			
	FHLMC	5,004.94; 5.5%; 1/1/2017	5,047	5,348
	GNMA	50,000; 5%; 4/16/2023	49,000	58,049
			54,047	63,397
	Corporate Bonds and Notes			
	McDonald's Corporation	75,000; 4.125%; 6/1/2013	71,680	76,118
	Caterpillar, Inc.	25,000; 7%; 12/15/2013	26,433	26,534
	XTRA Finance	25,000; 5.15%; 4/1/2017	25,000	28,411
	Whirlpool Corp	50,000; 4.7%; 6/1/22	51,964	53,141
	GE Capital	50,000; 5.45%; 2/15/2023	50,000	50,012
	Genworth Life Inst Fund	100,000; 5.875%; 5/3/13	104,122	101,522
	SBC Comm	100,000; 5.1%; 9/15/2014	102,460	107,420
	Walmart Stores	50,000; 4.5%; 7/1/2015	50,000	54,760
	GE Cap Corporation	100,000; 5.625%; 10/15/2016	100,000	100,272
	Federated Float Rate Strat Inc FD	9,980.04 shares	100,000	100,100
	Pimco Hi Yield FD	10,471.204 shares	100,000	100,942
			781,659	799,232
	Mutual Funds			
	DFA US Core Equity 1 Port	10,832 shares	98,565	133,775
	DFA US Targeted Value Port	3,535 shares	41,896	60,136
	DFA Real Estate Sec Port DFREX	1818 shares	45,872	47,887
	DFA US Small Cap Portfolio	3,335 shares	61,309	75,609
	DFA Emerging Markets Core Eq	5,012 shares	97,713	102,251
	DFA Int'l Core Equity	7,512 shares	62,616	80,080
			407,971	499,738

Note: Column (a) is blank as there were no parties in interest.

See accompanying independent auditor's report

Fikes Wholesale, Inc. Profit Sharing Plan and Trust
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 74-1857841
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	(d) Cost	(e) Current Value
	Money Market Funds			
	Federated Prime Obligations	Fund #10; 152,005.27	152,413	152,413
			152,413	152,413
	Corporate Stocks			
	Ishares, Inc.	3,675 shares	29,482	50,311
	United Parcel	155 shares	12,405	11,428
	McDonalds Corp	128 shares	12,476	11,291
	VF Corp	82 shares	12,201	12,380
	Coca Cola Co	346 shares	12,549	12,543
	Target	675 shares	32,919	39,940
	CVS Caremark Corporation	675 shares	22,287	32,636
	Kimberly-Clark Corporation	569 shares	39,769	48,041
	Pepsico, Inc. NC	500 shares	23,040	34,215
	Philip Morris Intl Inc	141 shares	12,236	11,793
	Walgreen Company	1,100 shares	44,688	40,711
	Conagra Inc	479 shares	12,636	14,131
	Colgate Palmolive Co	424 shares	43,496	44,325
	Smucker JM Co Com New	155 shares	12,536	13,367
	Chevron Corp New	115 shares	12,134	12,436
	ConocoPhillips	161 shares	9,267	9,336
	Exxon Mobil Corporation	750 shares	35,699	64,913
	Schlumberger, Ltd.	296 shares	23,184	20,512
	Abbott Laboratories	679 shares	36,428	44,475
	Johnson & Johnson	991 shares	50,515	69,469
	Teva Pharmacetical	900 shares	30,735	33,606
	Blackrock, Inc.	50 shares	6,383	10,336
	Wells Fargo & Co. New	438 shares	10,330	14,971
	Caterpillar Inc Del	400 shares	26,674	35,843
	Deere & Co.	400 shares	24,811	34,568
	3M Co	300 shares	25,068	27,855
	Danaher Corporation	1,550 shares	30,945	86,645
	General Electric Company	1,373 shares	37,774	28,819
	Illinois Tool Wks Inc.	525 shares	25,084	31,925
	Plum Creek Timber Co Inc	301 shares	12,497	13,355
	Cisco Systems, Inc.	1,050 shares	20,908	20,632
	EMC Corp Mass	1,150 shares	14,575	29,095
	International Business Machines	150 shares	11,983	28,733
	AT&T, Inc.	1,214 shares	43,629	40,922
	JP Morgan Chase 8.625%	2,000 shares	50,000	51,940
			861,343	1,087,498
			$ 2,658,495	$ 3,006,525

Note: Column (a) is blank as there were no parties in interest.

See accompanying independent auditor's report