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
MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 02/01/1983

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

MUSICK, PEELER & GARRETT LLP

ONE WILSHIRE BOULEVARD., SUITE 2000
LOS ANGELES, CA 90017-3806

2b Employer Identification Number (EIN)
95-1777575

2c Sponsor's telephone number
213-629-7600

2d Business code (see instructions)
541110

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	DAVID C. WRIGHT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	277
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**	236
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	42
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	278
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	278
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	270
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2F 2G 2J 2R 2S 2T 3B 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

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)	[ ]		**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
MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
MUSICK, PEELER & GARRETT LLP

D Employer Identification Number (EIN)
95-1777575

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

NORTHWESTERN MUTUAL LIFE INSURANCE

(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
39-0509590	63665	16550591	1	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	

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ AS DETERMINED BY THE INSURANCE CO.

b	Premiums paid to carrier	6b	6397
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. Specify nature of costs ▶	6d	

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity (3) [ ] other (specify) ▶

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

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

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee (3) [ ] guaranteed investment (4) [ ] other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service 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
MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
MUSICK, PEELER & GARRETT LLP

D Employer Identification Number (EIN)
95-1777575

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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(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)

BRONWOOD MANAGEMENT CORPROATION

95-3497246

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	26934	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NORTHWESTERN MUTUAL LIFE INSURANCE

39-0509570

(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?
23 50	NONE	7918	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	4168	Yes [X] No [ ]	Yes [X] No [ ]	137	Yes [X] 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)

SCHWAB RETIREMENT PLAN SERVICES,INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	12919	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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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(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: PERRY HAY GALGAS RUSSELL & WEBER LL

b EIN: 95-3535236

c Position: ACCOUNTANT

d Address: 22144 CLARENDON STREET
SUITE 304
WOODLAND HILLS, CA 91367-6303

e Telephone: 818-444-1222

Explanation: THE FIRM BROKE UP AND REMAINING PARTNERS FORMED NEW FIRM UNDER NEW TAX ID.

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
MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
MUSICK, PEELER & GARRETT LLP

D Employer Identification Number (EIN)
95-1777575

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)	2123603	2302244
(2) Participant contributions	1b(2)	167672	95500
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8749861	8636738
(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)	6289419	6974857
(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)	939521	1211869
(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)	48749815	59260026
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	1185518	682711

		(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	68205409	79163945
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	68205409	79163945

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)	2308425	
(B) Participants	2a(1)(B)	1875201	
(C) Others (including rollovers)	2a(1)(C)	1041629	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5225255
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	434343	
(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)	60829	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		495172
(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)		
(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)		7827281
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		13547708
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2568336	
(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)		2568336
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)	20836	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		20836
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2589172
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10958536
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: PERRY HAY LLP **(2)** EIN: 46-2290413

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		1000000
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
MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
MUSICK, PEELER & GARRETT LLP

D Employer Identification Number (EIN)
95-1777575

Part I Distributions

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

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

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

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

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

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012

with

INDEPENDENT AUDITOR'S REPORT

PERRY HAY LLP
CERTIFIED PUBLIC ACCOUNTANTS

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
DECEMBER 31, 2012

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PERRY HAY LLP
CERTIFIED PUBLIC ACCOUNTANTS

22144 Clarendon Street | Suite 304 | Woodland Hills, CA 91367-6303
818.444.1222 | fax 818.444.1223 | www.perryhay.com

INDEPENDENT AUDITOR'S REPORT

The Retirement Committee
Musick, Peeler & Garrett LLP
Employee Asset Accumulation Program
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Musick, Peeler & Garrett LLP Employee Asset Accumulation Program (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis of 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 4, which was certified by Charles Schwab Trust Company, the trustee of the Plan (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee held the Plan's investment assets and executed investment transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, as listed in the table of contents, is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Perry Hay LLP

October 2, 2013

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
Investments:		
Cash and cash equivalents	$ 8,636,738	$ 8,749,861
Common stocks	6,974,857	6,289,419
Registered investment companies	59,260,026	48,749,815
Unit investment trusts	168,475	496,325
Other investments	514,236	689,193
Total investments	75,554,332	64,974,613
Notes receivable from participants	1,211,869	939,521
Participant contributions receivable	95,500	167,672
Company contributions receivable	2,302,244	2,123,603
Net assets available for benefits	$ 79,163,945	$ 68,205,409

See accompanying Notes to Financial Statements.

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions:	
Investment income:	
Dividend and capital gain distributions	$ 1,837,200
Interest income	434,343
Net appreciation in fair value of investments	5,990,081
Total investment income	8,261,624
Interest income on notes receivable from participants	60,829
Contributions:	
Company	2,308,425
Participant pre-tax elective deferrals	1,723,594
Participant Roth after-tax elective deferrals	151,607
Participant rollovers	1,041,629
Total contributions	5,225,255
Total additions	13,547,708
Deductions:	
Benefits paid to participants	(2,568,336)
Administrative expenses	(20,836)
Total deductions	(2,589,172)
Net increase	10,958,536
Net assets available for benefits - December 31, 2011	68,205,409
Net assets available for benefits - December 31, 2012	$ 79,163,945

See accompanying Notes to Financial Statements.

1. Description of the Plan

General

The following description of the Musick, Peeler & Garrett LLP (the "Company") Employee Asset Accumulation Program (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan provisions. The Plan is intended to qualify as a profit sharing plan under Section 401 and as a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code ("IRC") and is administered by a committee appointed by the partners of the Company. The Plan covers all partners and employees of the Company who have completed at least one hour of service as defined in the Plan documents. For employer contributions, the Plan entry dates are January 1 or July 1 following eligibility. For employee contributions, the Plan entry date is the first day of the month following eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). At December 31, 2012, there were 278 participants in the Plan.

Administration of Plan assets

The Company is the Plan administrator. Certain officers or employees of the Company who are involved with Plan administration are not compensated by the Plan for such services.

Participant contributions

Participants may make pre-tax elective deferrals or Roth after-tax elective deferrals of up to 50% of their compensation not to exceed the maximum allowed under the appropriate provisions of the IRC. Partner and associate attorney deferrals are limited to 19% of their compensation. Rollovers from qualified plans and qualifying IRA accounts are allowed under the provisions of the Plan.

Company contributions

The Company annually contributes a discretionary profit sharing cash contribution determined by the Company's partners not to exceed the maximum allowed under the appropriate provisions of the IRC. Company contributions are allocated to the employee-participants based on a determined percentage of each participant's cash basis compensation during the plan year for those participants who have worked at least 1,000 hours during the Plan year and who are employed at the Plan year-end. Contributions are allocated to partner-participants based upon a designated allocation groups method. The same eligibility rules apply to partners and associate attorneys. Associate attorneys are eligible to share in profit sharing contributions at a maximum contribution rate of 3% of qualifying compensation.

1. **Description of the Plan (continued)**

Participant accounts

Each participant's account is credited with their elective deferrals, rollover contributions and allocations of (a) the Company's profit sharing contribution and (b) Plan earnings (losses). Allocations are based on participant's earnings as defined in the Plan document. The benefit to which a participant is entitled is dependent on the vested balance of the participant's account.

Vesting

Participants are immediately 100% vested in their elective deferrals, rollover contributions and qualified non-elective employer contributions plus actual earnings (losses) thereon. Vesting in other Company contributions plus actual earnings (losses) thereon will vest as follows:

Years of Service Completed	Vesting Percentage
1	33%
2	66%
3	100%

The other Company contributions also become 100% vested upon reaching the normal retirement age of 59½ and 5 years of participation, or upon death or termination of employment because of a disability while employed by the Company.

Payment of benefits

Upon retirement, termination of employment, death or disability, the participant's vested elective deferrals, rollover contributions and Company contributions are paid to the participant or beneficiaries as soon as administratively feasible in the form of a single-sum cash payment. The forfeited portion of the participant's account, if any, is used to pay administrative expenses of the Plan and then to reduce Company contributions. During the year ended December 31, 2012 there were forfeitures of $9,113.

In-service withdrawals of Company contributions are permitted under certain conditions. Participants who attain age 59½ may request an in-service withdrawal once a year to receive a distribution of all or any portion of their vested account. In addition, financial hardship distributions of elective deferral accounts are permitted if the requirements of financial hardship are met.

1. Description of Plan (continued)

Investment options

All investments are held in trust and were invested in cash and cash equivalents, common stocks, registered investment companies and other investments at the direction of the participants. The Plan allows the participants very broad investment options ranging from very low volatility to very high volatility. Charles Schwab Trust Company (the "Trustee") (deemed to be a party-in-interest) held the Plan's investment assets and executed investment transactions as of and during the year ended December 31, 2012 under a nondiscretionary trust agreement. Investment income, gains and losses are allocated to each participant's account each business day.

Notes receivable from participants

Under the terms of the Plan, participants may borrow from their vested account balances up to $50,000 or 50%, whichever is less. The loans are secured by the balance in the participants' accounts and bear interest at a bank prime rate in effect at the time of the loan plus 2.5%. Interest rates range from 5.75% to 8.5%. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence.

Plan termination

Although, it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the participants' Company contribution accounts will become 100% vested and the net assets of the Plan will be distributed as prescribed by ERISA.

2. Summary of significant accounting policies

Basis of accounting

The Plan financial statements are prepared on the accrual basis of accounting.

Use of estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amount of the Plan assets, liabilities and disclosures at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of significant accounting policies (continued)

Investment valuation and income recognition

Investments are stated 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.

Purchases and sales of investments are recorded on their trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Risk and uncertainties

The Plan, at the direction of its participants, invests in various investment securities that are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term. Accordingly, such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits as of December 31, 2012.

Administrative expenses

Plan administrative expenses, including accounting services, trustee, administration, auditing and legal fees, are paid by the Company and not charged to the Plan. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent events

The Plan's management has evaluated subsequent events through October 2, 2013, the date the financial statements were available to be issued.

3. Fair value measurements

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs are used only when Level 1 or Level 2 inputs are not available.

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

Level 1 fair value measurements

The fair values of the cash and cash equivalents, common stocks, registered investment companies, U.S. Treasury Bill, preferred stocks, corporate debt and municipal bonds are based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 fair value measurements

The fair values of unit investments trusts are based on quoted market prices for similar securities, interest rates, prepayment rights and credit risks.

Level 3 fair value measurements

The limited partnerships and cash surrender value of life insurance are not actively traded and significant other observable inputs are not available. Thus, the fair value is determined using unobservable inputs.

3. **Fair value measurements (continued)**

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

		Fair value measurements at December 31, 2012:		
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Cash and cash equivalents	$ 8,636,738	$ 8,636,738	$ -	$ -
Common stocks	6,974,857	6,974,857	-	-
Registered investment companies	59,260,026	59,260,026	-	-
Unit investment trusts	168,475	-	168,475	-
Other investments:				
Preferred stocks	712	712	-	-
Corporate debt	20,678	20,678	-	-
Municipal bonds	37,550	37,550	-	-
Limited partnerships	79,910	-	-	79,910
Cash surrender value of life insurance	375,386	-	-	375,386
	$ 75,554,332	$ 74,930,561	$ 168,475	$ 455,296

3. Fair value measurements (continued)

		Fair value measurements at December 31, 2011:		
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Cash and cash equivalents	$ 8,749,861	$ 8,749,861	$ -	$ -
Common stocks	6,289,419	6,289,419	-	-
Registered investment companies	48,749,815	48,749,815	-	-
Unit investment trusts	496,325	-	496,325	-
Other investments:				
U.S. Treasury Bill	100,000	100,000	-	-
Preferred stocks	49,960	49,960	-	-
Corporate debt	20,424	20,424	-	-
Municipal bonds	36,930	36,930	-	-
Limited partnerships	129,598	-	-	129,598
Cash surrender value of life insurance	352,281	-	-	352,281
	$ 64,974,613	$ 63,996,409	$ 496,325	$ 481,879

The following table reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31, 2012 and 2011:

	2012	2011
Balance, beginning of year	$ 481,879	$ 435,973
Total gains or losses included in changes in net assets available for benefits	16,708	17,617
Transfers from (to) other investments	(43,291)	28,289
Balance, end of year	$ 455,296	$ 481,879

4. Certification

The following is a summary of the unaudited information included in the Plan's financial statements and supplemental schedule that were provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate:

(a) The fair value and cost of investments as of December 31, 2012 and 2011.

(b) Net appreciation in fair value of investments, interest, dividends and capital gain distributions for the year ended December 31, 2012.

(c) Supplemental schedule of assets (held at end of year) as of December 31, 2012.

5. Net appreciation in fair value of investments

During the year ended December 31, 2012, the Plan investments appreciated in value as follows:

Net realized gain	$	1,098,247
Net unrealized appreciation		4,891,834
Net appreciation in fair value of investments	$	5,990,081

6. Investments

The following investments at December 31, 2012 and 2011 represent 5% or more of the Plan's net assets:

	2012	2011
Columbia Acorn Z Fund, 190,832 and 181,106 shares, respectively	$ 5,810,832	$ 4,991,271
Dodge & Cox Stock Fund, 46,663 and 49,358 shares, respectively	$ 5,688,199	$ 5,016,755
Euro Pacific Growth Fund, R5, 143,557 and 137,913 shares, respectively	$ 5,904,516	$ 4,839,371
PIMCO Total Return Fund, 1,104,999 and 901,482 shares, respectively	$ 12,420,188	$ 9,799,114
Schwab S&P 500 Index Fund, 241,517 and 256,623 shares, respectively	$ 5,359,271	$ 5,022,113
Schwab Retirement Advantage Money Market Fund, 6,533,168 and 6,386,810 shares, respectively	$ 6,533,168	$ 6,386,810

7. Tax status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 30, 2010, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving this determination letter, the Plan administrator and tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. Reconciliation to Form 5500

The financial statements for the year ended December 31, 2012 agreed to the IRS Form 5500, Annual Return/Report of Employee Benefit Plan, without exception.

SUPPLEMENTAL SCHEDULE

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
E.I.N. 95-1777575 - PLAN NUMBER 005
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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
	Registered investment companies (excluding self directed brokerage accounts):			
	Vanguard Target Retirement 2010	6,070.846 shares	$ 137,811	$ 146,490
	Vanguard Target Retirement 2015	93,878.555 shares	1,218,055	1,256,095
	Vanguard Target Retirement 2020	76,915.854 shares	1,682,352	1,832,905
	Vanguard Target Retirement 2025	14,289.430 shares	171,426	194,193
	Vanguard Target Retirement 2030	45,239.962 shares	964,249	1,057,710
	Vanguard Target Retirement 2035	7,345.069 shares	94,656	103,492
	Vanguard Target Retirement 2040	15,111.496 shares	321,902	350,284
	Vanguard Target Retirement 2045	13,650.759 shares	168,465	198,619
	Vanguard Target Retirement 2050	2,946.145 shares	57,737	68,026
	Vanguard Target Retirement Income	13,071.067 shares	144,193	159,336
	Columbia Acorn Z Fund	190,831.917 shares	5,145,396	5,810,832
	Dodge & Cox Stock Fund	46,662.826 shares	5,431,652	5,688,199
	Euro Pacific Growth Fund, R5	143,557.406 shares	5,427,464	5,904,516
	PIMCO Total Return Fund	1,104,998.938 shares	12,109,335	12,420,188
	Royce Total Return Fund	128,505.928 shares	1,554,108	1,751,536
*	Schwab Markettrack Balanced	90,224.891 shares	1,307,277	1,473,373
*	Schwab S&P 500 Index Fund	241,517.408 shares	4,263,727	5,359,271
	T. Rowe Price Blue Chip Growth	68,247.346 shares	2,641,942	3,114,126
	Vanguard Short-Term Bond Fund	96,768.585 shares	1,023,807	1,028,650
	Vanguard Total Stock Index	73,456.516 shares	2,242,364	2,527,639
	Vanguard Total Bond Market Index	122,198.757 shares	1,352,563	1,355,184

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
E.I.N. 95-1777575 - PLAN NUMBER 005
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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
	Registered investment companies (continued):			
	Credit Suisse Commodity Return Fund	3,259.025 shares	$ 27,307	$ 25,877
	Dodge & Cox Income Fund	7,334.484 shares	101,219	101,656
	Fidelity Advisor Mid Cap II Fund	1,035.489 shares	10,693	18,328
	Fidelity Advisor New Insights Fund	2,751.514 shares	50,810	63,340
	Franklin High Income Fund	19,506.582 shares	34,132	40,769
	Harbor Bond Fund	16,026.271 shares	193,475	200,008
	Harbor Real Return Fund	3,951.135 shares	41,373	44,174
	The Oakmark International Fund	948.918 shares	16,446	19,861
	Perkins Mid-Cap Value Fund	1,269.787 shares	19,417	27,098
	MFS Value Fund	3,189.403 shares	55,728	81,202
	MFS International Growth Fund	682.186 shares	16,509	18,801
	T. Rowe Price Emerging Markets Fund	1,105.609 shares	26,029	37,657
	Scout International Fund	845.751 shares	25,166	28,206
	Invesco Global Real Estate Income Fund	3,988.619 shares	36,236	35,898
	American Century International Bond Fund	604.855 shares	8,885	8,837
	Dreyfus International Bond Fund	1,553.899 shares	27,002	26,758
	EuroPacific Growth Fund	675.445 shares	26,953	27,687
	Northern Small Cap Value Fund	1,645.277 shares	27,884	26,999
	PIMCO Income Fund	4,041.581 shares	49,399	49,953
	Total registered investment companies		48,255,144	52,683,773

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
E.I.N. 95-1777575 - PLAN NUMBER 005
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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 (excluding self directed brokerage accounts):			
*	Schwab Retirement Advantage	6,533,168.54 shares	$ 6,533,168	$ 6,533,168
	Other	138,942.29 shares	138,942	138,942
	Total money market funds		6,672,110	6,672,110
	Other investments	Cash surrender value of insurance policy	Unknown	375,386
	Self directed brokerage accounts:			
	Cash and cash equivalents	1,964,627.54 shares	1,964,628	1,964,628
	Common stocks	various	6,621,440	6,974,857
	Municipal bonds	various	35,092	37,550
	Preferred stocks	various	737	712
	Registered investment companies	various	6,063,917	6,576,253
	Corporate debt	various	19,718	20,678
	Limited partnerships	various	69,603	79,910
	Unit investment trusts	various	133,808	168,475
	Total self directed brokerage accounts		14,908,943	15,823,063
	Total investments			75,554,332
*	Notes receivable from participants	(1)	1,211,869	1,211,869
	Total assets held at end of year			$ 76,766,201

* Party-in-interest

(1) Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. Interest rates on participant loans range from 5.75% to 8.5%.

MUSICK, PEELER & GARRETT LLP EMPLOYEE ASSET ACCUMULATION PROGRAM

SCHEDULE C, PART I, LINE 3 - SERVICE PROVIDER INDIRECT COMPENSATION INFORMATION

December 31, 2012

EIN: 95-1777575

Plan Number: 005

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.02 - 0.40% of average daily balance of assets
American Funds	95-1411037	Range of 0.05 - 0.37% of average daily balance of assets
BlackRock	04-6171663	Rate of 0.50% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Delaware Investments	23-2693133	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Range of 0.10 - 0.36% of average daily balance of assets
Dreman	22-3499132	Rate of 0.40% of average daily balance of asset(s)
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Guggenheim Investments	48-1175174	Rate of 0.40% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.03% of average daily balance of asset(s)
Managers Funds	06-1298481	Rate of 0.50% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.04% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
Selected Funds	85-0360310	Rate of 0.40% of average daily balance of asset(s)
SteelPath	Not Available	Rate of 0.10% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.03% of average daily balance of asset(s)

EIN 95-1777575 /PN 005 /50100 RF12

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 Musick, Peeler & Garrett LLP
Employee Asset Accumulation Program

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 02/01/1983

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

One Wilshire Boulevard., Suite 2000

Los Angeles CA 90017-3806

2b Employer Identification Number (EIN) 95-1777575

2c Sponsor's telephone number (213) 629-7600

2d Business code (see instructions) 541110

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	[signature]	10-11-13	DAVID C. WRIGHT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10-11-13	DAVID C. WRIGHT
	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**	277
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**	236
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	42
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	278
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	278
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	270
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2F 2G 2J 2R 2S 2T 3B 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	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) [X]	**R** (Retirement Plan Information)	**(1)** [X]		**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) [X]	1	**A** (Insurance Information)
		(4) [X]		**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)

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
E.I.N. 95-1777575 - PLAN NUMBER 005
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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
	Registered investment companies (excluding self directed brokerage accounts):			
	Vanguard Target Retirement 2010	6,070.846 shares	$ 137,811	$ 146,490
	Vanguard Target Retirement 2015	93,878.555 shares	1,218,055	1,256,095
	Vanguard Target Retirement 2020	76,915.854 shares	1,682,352	1,832,905
	Vanguard Target Retirement 2025	14,289.430 shares	171,426	194,193
	Vanguard Target Retirement 2030	45,239.962 shares	964,249	1,057,710
	Vanguard Target Retirement 2035	7,345.069 shares	94,656	103,492
	Vanguard Target Retirement 2040	15,111.496 shares	321,902	350,284
	Vanguard Target Retirement 2045	13,650.759 shares	168,465	198,619
	Vanguard Target Retirement 2050	2,946.145 shares	57,737	68,026
	Vanguard Target Retirement Income	13,071.067 shares	144,193	159,336
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	Dodge & Cox Stock Fund	46,662.826 shares	5,431,652	5,688,199
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*	Schwab S&P 500 Index Fund	241,517.408 shares	4,263,727	5,359,271
	T. Rowe Price Blue Chip Growth	68,247.346 shares	2,641,942	3,114,126
	Vanguard Short-Term Bond Fund	96,768.585 shares	1,023,807	1,028,650
	Vanguard Total Stock Index	73,456.516 shares	2,242,364	2,527,639
	Vanguard Total Bond Market Index	122,198.757 shares	1,352,563	1,355,184

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
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DECEMBER 31, 2012

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	Registered investment companies (continued):			
	Credit Suisse Commodity Return Fund	3,259.025 shares	$ 27,307	$ 25,877
	Dodge & Cox Income Fund	7,334.484 shares	101,219	101,656
	Fidelity Advisor Mid Cap II Fund	1,035.489 shares	10,693	18,328
	Fidelity Advisor New Insights Fund	2,751.514 shares	50,810	63,340
	Franklin High Income Fund	19,506.582 shares	34,132	40,769
	Harbor Bond Fund	16,026.271 shares	193,475	200,008
	Harbor Real Return Fund	3,951.135 shares	41,373	44,174
	The Oakmark International Fund	948.918 shares	16,446	19,861
	Perkins Mid-Cap Value Fund	1,269.787 shares	19,417	27,098
	MFS Value Fund	3,189.403 shares	55,728	81,202
	MFS International Growth Fund	682.186 shares	16,509	18,801
	T. Rowe Price Emerging Markets Fund	1,105.609 shares	26,029	37,657
	Scout International Fund	845.751 shares	25,166	28,206
	Invesco Global Real Estate Income Fund	3,988.619 shares	36,236	35,898
	American Century International Bond Fund	604.855 shares	8,885	8,837
	Dreyfus International Bond Fund	1,553.899 shares	27,002	26,758
	EuroPacific Growth Fund	675.445 shares	26,953	27,687
	Northern Small Cap Value Fund	1,645.277 shares	27,884	26,999
	PIMCO Income Fund	4,041.581 shares	49,399	49,953
	Total registered investment companies		48,255,144	52,683,773

MUSICK, PEELER & GARRETT LLP
EMPLOYEE ASSET ACCUMULATION PROGRAM
E.I.N. 95-1777575 - PLAN NUMBER 005
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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 (excluding self directed brokerage accounts):			
*	Schwab Retirement Advantage	6,533,168.54 shares	$ 6,533,168	$ 6,533,168
	Other	138,942.29 shares	138,942	138,942
	Total money market funds		6,672,110	6,672,110
	Other investments	Cash surrender value of insurance policy	Unknown	375,386
	Self directed brokerage accounts:			
	Cash and cash equivalents	1,964,627.54 shares	1,964,628	1,964,628
	Common stocks	various	6,621,440	6,974,857
	Municipal bonds	various	35,092	37,550
	Preferred stocks	various	737	712
	Registered investment companies	various	6,063,917	6,576,253
	Corporate debt	various	19,718	20,678
	Limited partnerships	various	69,603	79,910
	Unit investment trusts	various	133,808	168,475
	Total self directed brokerage accounts		14,908,943	15,823,063
	Total investments			75,554,332
*	Notes receivable from participants	(1)	1,211,869	1,211,869
	Total assets held at end of year			$ 76,766,201

* Party-in-interest

(1) Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. Interest rates on participant loans range from 5.75% to 8.5%.