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
HERRING BANK 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1997

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

HERRING BANK

P O BOX 50488
AMARILLO, TX 79159

2b Employer Identification Number (EIN)
75-0330569

2c Sponsor's telephone number
806-337-1300

2d Business code (see instructions)
522110

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.	10/15/2013	TERRY 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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	255
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**	195
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	55
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	250
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	250
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	207
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 4 **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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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

ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA

(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
41-1366075	92509	DAX46194	2	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

BLAIR ROGERS, NFP SECURITIES

NFP SECURITIES
2201 CIVIC CIRCLE
AMARILLO, TX 79109

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0			4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
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 ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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

PRUDENTIAL

(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
22-1211670	68241	PFS5250	17	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

BLAIR ROGERS
NFP SECURITIES
2201 CIVIC CIRCLE
AMARILLO, TX 79109

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
0			6

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
31-4156830	66869	GAP-BO-JY93	207	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
5	1

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

BLAIR ROGERS
NFP SECURITIES, INC.
1250 CAPITAL OF TEXAS HWY S BLDG 2
AUSTIN, TX 78746-3300

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
5			4

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

MIKE DUKE
AMERICA'S 401K, INC.
9696 SKILLMAN STREET, STE 380
DALLAS, TX 75243

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
	1		5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	2628
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 ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			**7b**	1195
c	Additions: (1) Contributions deposited during the year	**7c(1)**	1454		
	(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)**	1454
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	2649
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		
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**	18		
	▶ LOAN WITHDRAWAL				
	(5) Total deductions			**7e(5)**	21
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	2628

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 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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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

JOHN HANCOCK LIFE INSURANCE COMPANY (USA)

(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
01-0233346	65838	2752331	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
10	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

BLAIR ROGERS
NFP SECURITIES INC.
2201 CIVIC CIRCLE, STE 401
AMARILLO, TX 79109

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
10			4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
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 ▶ NOT PROVIDED

b	Premiums paid to carrier	**6b**	0
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) ☐ 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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(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?
49 50	NONE	31609	Yes [X] No [ ]	Yes [ ] No [X]	21043	Yes [ ] No [X]

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

AMERICAS' 401K INC

9696 SKILLMAN STREET
SUITE 380
DALLAS, TX 75243-8324

46-1923855

(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?
13 16	NONE	1600	Yes [X] No [ ]	Yes [ ] No [X]	5074	Yes [ ] No [X]

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

MEEDER ADVISORY SERVICES INC

6125 MEMORIAL DRIVE
DUBLIN, OH 43017

31-1332744

(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?
49 64	NONE	13523	Yes [X] No [ ]	Yes [X] No [ ]	3360	Yes [ ] No [X]

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

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

NFP SECURITIES

1250 CAPITAL OF TEXAS
HWY S SUITE 125
AUSTIN, TX 78746-3300

(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?
22 53			Yes [X] No [ ]	Yes [ ] No [X]	21942	Yes [ ] No [X]

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

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

(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
NATIONWIDE	15 64	5073

(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.
AMERICA'S 401K, INC. 9696 SKILLMAN STREET SUITE 380 DALLAS, TX 75248-8324 46-1923855	ADVISORY/SERVICE PROVIDER FEE ADMINISTRATIVE SERVICES FEE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NFP SECURITIES	22 53	21288

(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-4156830	COMPENSATION

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 64	1601

(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.
NATIONWIDE FUNDS GROUP	MUTUAL FUND PAYMENTS

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
NATIONWIDE	15 64	7117

(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.
MEEDER ADVISORY SERVICES, INC. 6125 MEMORIAL DRIVE DUBLIN, OH 43017 DA 31-1332744	ADVISORY/SERVICE FEE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	49 59 60 63	5616

(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.
THE FLEX FUNDS	MUTUAL FUND PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 64	3599

(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.
MANNING & NAPIER FUND, INC.	MUTUAL FUND PAYMENTS

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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)		50
(2) Participant contributions	1b(2)		100
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	81577	90624
(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)	3128861	3848329
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1195	
(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	3211633	3939103
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3211633	3939103

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)	159405	
	(B) Participants	2a(1)(B)	458113	
	(C) Others (including rollovers)	2a(1)(C)	42471	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		659989
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)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3676	
	(F) Other	2b(1)(F)	11184	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14860
	(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)	0	
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	364674	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		364674

		(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		1039523
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	294938	
(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)		294938
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)	17115	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17115
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		312053
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		727470
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: JOHNSON & SHELDON **(2)** EIN: 75-2569269

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HERRING BANK 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERRING BANK

D Employer Identification Number (EIN)
75-0330569

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): 31-4156830

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):

HERRING BANK
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012



JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

HERRING BANK
401(k) PROFIT SHARING PLAN

December 31, 2012

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JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Committee
Herring Bank 401(k) Profit Sharing Plan
Amarillo, Texas

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Herring Bank 401(k) Profit Sharing Plan** (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 for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by **Nationwide Trust Company, FSB**, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the agent on behalf of the custodian 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 custodian 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.

SUITE 200 • 500 TAYLOR
P.O. BOX 509
AMARILLO, TX 79105-0509

An Independently Owned Member
McGLADREY ALLIANCE | McGladrey

TELEPHONE 806 / 371-7661
FAX: 806 / 371-0529
TOLL FREE: 1-800-530-4804

Other Matter

The supplemental schedule, Schedule H, Part IV (4i) - Schedule of Assets Held for Investment Purposes as of December 31, 2012 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 purposes 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 schedules, other than that derived from the information certified or provided 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.

Johnson & Sheldon, P.C.

Johnson & Sheldon, P.C.

October 9, 2013

FINANCIAL STATEMENTS

HERRING BANK
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

Assets

	2012	2011
Investments, participant directed, at fair value:		
Value of interest in registered investment companies	$ 3,848,329	$ 3,130,056
Receivables		
Employer contributions	50	-
Participant contributions	100	-
Notes receivable from participants	90,624	81,577
Total Receivables	90,774	81,577
Total Assets	3,939,103	3,211,633
Liabilities		
Excess contributions payable	4,443	-
Total Liabilities	4,443	-
Net Assets Available for Benefits	$ 3,934,660	$ 3,211,633

See accompanying notes and independent auditors' report

HERRING BANK
401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

Additions	
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of investments	$ 312,360
Dividends	79,592
Total Investment Income	391,952
Interest income on notes receivable from participants	3,676
Contributions:	
Employer	160,210
Participants	453,670
Participant rollovers	42,471
Total Contributions	656,351
Total Additions	1,051,979
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	282,051
Investment management fees	46,901
Distributions for individual allocated annuity contracts	-
Total Deductions	328,952
Net Increase	723,027
Net Assets Available for Benefits	
Beginning of Year	3,211,633
End of Year	$ 3,934,660

See accompanying notes and independent auditors' report

HERRING BANK
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Herring Bank 401(k) Profit Sharing Plan (the Plan) is provided for general information purposes only. For more complete information, participants should refer to the most current Plan document.

General
The Plan is a defined contribution retirement plan, which provides for the participation of substantially all employees of Herring Bank and subsidiaries and other companies under controlled group rules (the Company) who have completed 6 months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is intended to qualify under Section 401(k) of the Internal Revenue Code (IRC). Under the Plan, each participant has an account for his/her salary deferral contributions, any Company matching contributions and any Company discretionary contributions.

Nationwide Trust Company, FSB (Nationwide) serves as the Plan's investment custodian and is responsible for executing all investment transactions.

Contributions
Participants may make salary deferral contributions on a tax-deferred basis through payroll deductions from 1% up to 100% of their compensation (limited to certain amounts allowed under the IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Additionally, the Company makes matching contributions at 50% of employee contributions up to 5% of eligible compensation (as defined), which are applied to eligible participants who made salary deferral contributions to the Plan during the year. The Company may also make additional discretionary contributions. Participant and Company contributions are subject to the provisions of the IRC and related regulations.

Participant Accounts
Each participant's account is credited with the participant's contributions and allocations of (a) Company matching and discretionary contributions, if any, and (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Participant Loans
The Plan allows participants to obtain loans from their accounts, which may not exceed the lesser of one half of the participant's vested interest in the Plan or $50,000. During September 2012, the Bank's Plan Committee approved the minimum participant loan amount to be $1,500. Participant loans are maintained and serviced by the Plan's custodian as assets of the Plan. Participants should refer to the separate loan policy of the Plan for further information. Principal and interest is paid ratably through payroll deductions. Interest rates are based on prime rate plus 1.00%. At December 31, 2012, interest rates ranged from 4.25% to 5.00% on participant loans outstanding.

Vesting
Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. Participants become immediately 100% vested in employer matching contributions upon death or disability. Normal vesting in the Company's matching contribution, and any discretionary contribution plus actual earnings thereon is based on the following schedule:

Years of service	Vesting percentage
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Forfeited Accounts
At December 31, 2012 and 2011, forfeited nonvested accounts totaled $5,542 and $4,970, respectively. Forfeited balances of terminated participants' nonvested accounts are first made available to reinstate the accounts of terminated employees that return to employment status and have their accounts reinstated, then may be used as a reduction of employer matching contributions the year the forfeitures occur. During the year, the Plan utilized $11,184 of forfeitures to reduce employer matching contributions.

Payment of Benefits
On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his/her account. Distributions may be deferred until the participant reaches the age of 70½ or retires. Current Plan provisions do allow for withdrawals by active employees for certain hardship occurrences as allowed under the Internal Revenue Code. During September 2012, the Bank's Plan Committee approved a force-out policy for terminated employees vested account balances, to be distributed to individual retirement accounts.

Investment Options
Upon enrollment, a participant may direct their contributions to any of the investments selected by the Company's Trustee Committee or individually allocated annuity contracts. Participants have the option to change their investment allocations daily via phone or internet access to Nationwide.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events
The Plan Administrator has evaluated subsequent events through October 9, 2013, the date the financial statements were available to be issued.

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements
ASU 2011-04, "Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." ASU 2011-04 amends Topic 820, "Fair Value Measurements and Disclosures," to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 became effective for the Plan on January 1, 2012 and did not have a significant impact on the Plan's financial statements.

Investment Valuation and Income Recognition
Investments in mutual funds are valued based on quoted market prices, as determined by Nationwide. In accordance with stating investments at fair value, net unrealized appreciation or depreciation is reflected for the year on the Statement of Changes in Net Assets Available for Benefits. See Note 8 for disclosure of fair value measurements.

Gains or losses on investment transactions are recorded as the difference between proceeds received and the carrying value of the investments.

Purchases and sales of investments are recorded on a trade-date basis. Income from investments is recorded on the accrual basis. Investment dividends and interest received are reinvested in the corresponding accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Allocated Annuity Contracts
During 2012 and 2011, participants transferred $0 and $5,000, respectively, of their account balances to individual allocated annuity contracts held by insurance companies. For the year ended December 31, 2012 and 2011, the contract values of these individual allocated annuity contracts were $829,039 and $1,147,859, respectively, and total estimated fair value of these individual allocated annuity contracts totaled $787,350 and $997,630 at December 31, 2012 and 2011, respectively. As allowed in the AICPA Audit and Accounting Guides for Employee Benefit Plans, these allocated contracts have been excluded from Plan assets in the accompanying financial statements.

Benefit Payments
Benefits are recorded when paid.

Administrative Fees
The Plan pays investment management fees from Plan assets. Third party investment management fees are elective by the participant and are charged directly to the participants' account. All other costs of the Plan are paid by the Plan's sponsor and are not reflected in these financial statements.

NOTE 3 - INFORMATION CERTIFIED BY NATIONWIDE TRUST COMPANY, FSB

The following is a summary of the Plan's investment information as of December 31, 2012 and 2011 included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following investments at fair value:

	2012	2011
Investments at Fair Value:		
Mutual Funds	$ 3,848,329	$ 3,130,056

Nationwide Trust Company also certified to the completeness and accuracy of $312,360 of net appreciation in fair value of investments and $79,592 of dividends related to the aforementioned assets for the year ended December 31, 2012.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31 are as follows:

	2012	2011
Value of Interest in Mutual Funds, at Fair Value:		
Manning & Napier Pro-Blended Mod Term S	$ 429,251	$ 346,342
Meeder Total Return Bond Fund	310,296	154,628
Meeder Dynamic Growth Fund	302,065	283,728
Manning & Napier Pro-Blended Max Term S	296,004	224,562
Meeder Balanced Fund	272,106	236,567
Meeder Strategic Growth Fund	257,956	268,815
Manning & Napier Pro-Blended Extended Term S	234,414	244,143
Meeder Muirfield Fund	228,057	295,723
Nationwide Inv Dest Mod Agrsv Svc	212,708	173,968

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants will become 100% vested in their accounts and the Plan assets will be distributed in a manner approved by the Internal Revenue Service.

NOTE 6 - TAX STATUS

The Plan has not received a determination letter on their adoption of the non-standardized prototype plan. In accordance with Revenue Procedure 2003-6, the Plan administrator has chosen to rely on the opinion letter, dated March 31, 2008, that has been issued to the prototype. Once qualified, the Plan is required to operate in conformity with the Internal Revenue Code (the Code) to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with applicable requirements of the Code and, therefore, believes 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. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

NOTE 7 - TRANSACTIONS WITH PARTIES IN INTEREST

At December 31, 2012, the Plan held investments in mutual funds and notes receivable from participants with a current value of $549,560 which are managed by Nationwide. Thus, transactions within these investment funds qualify as party-in-interest transactions as defined by ERISA.

NOTE 8 - FAIR VALUE MEASUREMENTS

The Plan complies with ASC Topic 820-10, *Fair Value Measurements*, which provides a framework for measuring fair value under generally accepted accounting principles. ASC 820-10 applies to all financial assets and liabilities that are being measured and reported on a fair value basis. As defined in ASC 820-10, 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. In determining fair value, the Plan uses various methods including market, income and cost approaches. Based on these approaches, the Plan often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities.

Level 3: Unobservable inputs that are not corroborated by market data. Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end, as certified by Nationwide Trust Company, FSB.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 - FAIR VALUE MEASUREMENTS (continued)

In determining the appropriate levels, the Plan performs a detailed analysis of the assets and that are subject to fair value measurement. The following table summarizes the financial investments measured at fair value on a recurring basis at December 31:

	Fair Value Measurements Using 2012			
	Level 1	**Level 2**	**Level 3**	**Totals**
Mutual Funds:				
Equity Index Funds	$ 31,542	$ -	$ -	$ 31,542
Growth Funds	1,864,791	-	-	1,864,791
Balanced Funds	1,926,489	-	-	1,926,489
Target Date Funds	25,507	-	-	25,507
Total Investments at Fair Value	$ 3,848,329	$ -	$ -	$ 3,848,329

	Fair Value Measurements Using 2011			
	Level 1	**Level 2**	**Level 3**	**Totals**
Mutual Funds:				
Equity Index Funds	$ 26,254	$ -	$ -	$ 26,254
Growth Funds	1,630,995	-	-	1,630,995
Balanced Funds	1,468,779	-	-	1,468,779
Target Date Funds	4,028	-	-	4,028
Total Investments at Fair Value	$ 3,130,056	$ -	$ -	$ 3,130,056

NOTE 8 - FAIR VALUE MEASUREMENTS (continued)

Changes in Fair Value and Related Gains and Losses
During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $312,360. Dividends earned totaled $79,592.

SUPPLEMENTAL SCHEDULE

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Nationwide	M&N Pro-Blended Mod Trm S	$ 429,251
	Nationwide	Meeder Ttl Rtn Bd	310,296
	Nationwide	Meeder Dynmc Gr	302,065
	Nationwide	M&N Pro-Blended Max Trm S	296,004
	Nationwide	Meeder Bal	272,106
	Nationwide	Meeder Strat Gr	257,956
	Nationwide	M&N Pro-Blended Extnd Trm S	234,414
	Nationwide	Meeder Mrfld	228,057
*	Nationwide	NW Inv Dest Mod Aggr Svc	212,708
*	Nationwide	NW Mny Mkt Inst	173,424
	Nationwide	Pimco Ttl Rtn A	129,608
	Nationwide	Meeder Aggr Gr	105,716
	Nationwide	Pimco Low Duration Fund	81,362
	Nationwide	Invsco Vk Comstk A	68,845
	Nationwide	Drey App	66,708
	Nationwide	Oppnhmr Devl Markets Fund A	57,044
	Nationwide	Invsco Realest A	52,475
	Nationwide	Heartland Sel Val Inv	52,374
	Nationwide	Jns Twnty T	50,893
	Nationwide	Nueber Genesis Tr	35,045
	Nationwide	Meeder Util Infr	32,843
	Nationwide	Blkrk Hrizn Eq Inv A	29,023
	Nationwide	Prncpl Hi Yld A	27,670
	Nationwide	Meeder Qntx	25,600
	Nationwide	Harbor International Inst	24,148
	Nationwide	Wfa Spec Mdcap Val Inv	23,502
	Nationwide	Wfa Gov Securities Inv	22,838
	Nationwide	Blkrk Gnma Inv A	22,091
*	Nationwide	NW Inv Dest Mod Cnsrv Svc	18,077
	Nationwide	Am Indep Us Infl Indx Inst	17,401
	Nationwide	M&N Pro-Blended Cnsrv Trm S	16,898
	Nationwide	Sntnl Govt Sec A	16,473
	Nationwide	Heartland Value Plus Inv	14,607
	Nationwide	Amcent Eq Indx Inv	13,084
*	Nationwide	NW Inv Dest Mod Svc	10,436
*	Nationwide	NW Inv Dest Aggr Svc	9,104
*	Nationwide	NW Inv Dest Cnsrv Svc	8,623
*	Nationwide	NW Dest 2035 A	7,849
	Nationwide	Gdmnscs Gov't Income Fund A	7,703
	Nationwide	Leggm Wstras Corplsbd Inst	7,176

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
(continued)	Nationwide	Blkrk Enrgy Rsrc Inv A	6,696
*	Nationwide	Nw Dest 2010 A	6,057
	Nationwide	Leggm Clrbrdg Smcap Gr A	5,923
	Nationwide	Amfds Inc Fd Am R3	5,520
	Nationwide	Advone Amerigo N	5,105
	Nationwide	Fed Bd F	4,845
	Nationwide	Oppnhmr Eq Inc A	4,344
	Nationwide	Mnnpr Eq Ser	4,288
	Nationwide	Gdmnscs Short Dur Govt A	4,254
	Nationwide	Amfds Am Bal R3	3,666
*	Nationwide	Nw Dest 2045 A	3,616
	Nationwide	Prncpl Mdcap Blnd Inst	3,213
*	Nationwide	Nw Dest 2030 A	2,786
	Nationwide	Jns Frty S	2,565
*	Nationwide	Nw Dest 2040 A	2,358
	Nationwide	Advone Clermont N	2,114
	Nationwide	Opp Cap Appp Fund Class A	2,098
*	Nationwide	Nw Dest 2055 A	1,720
	Nationwide	Mnnpr Wld Oppr Ser	1,476
*	Nationwide	Indexed Fixed Contract	1,057
*	Nationwide	Nw Dest 2015 A	695
	Nationwide	Ev Flotng Rt A	492
	Nationwide	Invsco Vk Eq Inc A	399
	Nationwide	Dws Eq Divd A	350
*	Nationwide	Nw Dest 2050 A	301
	Nationwide	Ev Ww Hlth Scnc A	212
	Nationwide	Oppnhmr International Bond Fd A	210
	Nationwide	Harbor International Inv	203
*	Nationwide	Nw Dest 2020 A	125
	Nationwide	Am Cent Val A	99
	Nationwide	Scout Intl	7
	Nationwide	Invesco Divrs Divd Inv	5
	Nationwide	Rdgwrth Mdcap Val Eq	5
	Nationwide	Vaneck Glvl Hrd Asst A	5
	Nationwide	Wfa Cmn Stk A	5
	Nationwide	Wfa Gr A	5
	Nationwide	Nuvn Realest Sec A	5
	Nationwide	De Divrs Inc A	2

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
(continued)	Nationwide	Rdgwrth Lgcap Val Eq	2
	Nationwide	Rdgwrth Smcap Val Eq	2
	Nationwide	Pimco Ttl Rtn Inst	2
		Total Investments	3,848,329
*	Nationwide	Participant Notes Receivable, rates range from 4.25% - 5.00%	90,624
		Total Investments and Participant Notes Receivable	$ 3,938,953

* Indicates party-in-interest to the Plan.

(d) - Column (d) has been omitted due to all investments being participant directed.

HERRING BANK
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012



JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

HERRING BANK
401(k) PROFIT SHARING PLAN

December 31, 2012

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JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Committee
Herring Bank 401(k) Profit Sharing Plan
Amarillo, Texas

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Herring Bank 401(k) Profit Sharing Plan** (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 for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by **Nationwide Trust Company, FSB**, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the agent on behalf of the custodian 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 custodian 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.

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TOLL FREE: 1-800-530-4804

Other Matter

The supplemental schedule, Schedule H, Part IV (4i) - Schedule of Assets Held for Investment Purposes as of December 31, 2012 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 purposes 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 schedules, other than that derived from the information certified or provided 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.

Johnson & Sheldon, P.C.

Johnson & Sheldon, P.C.

October 9, 2013

FINANCIAL STATEMENTS

HERRING BANK
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

Assets

	2012	2011
Investments, participant directed, at fair value:		
Value of interest in registered investment companies	$ 3,848,329	$ 3,130,056
Receivables		
Employer contributions	50	-
Participant contributions	100	-
Notes receivable from participants	90,624	81,577
Total Receivables	90,774	81,577
Total Assets	3,939,103	3,211,633
Liabilities		
Excess contributions payable	4,443	-
Total Liabilities	4,443	-
Net Assets Available for Benefits	$ 3,934,660	$ 3,211,633

See accompanying notes and independent auditors' report

HERRING BANK
401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

Additions	
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of investments	$ 312,360
Dividends	79,592
Total Investment Income	391,952
Interest income on notes receivable from participants	3,676
Contributions:	
Employer	160,210
Participants	453,670
Participant rollovers	42,471
Total Contributions	656,351
Total Additions	1,051,979
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	282,051
Investment management fees	46,901
Distributions for individual allocated annuity contracts	-
Total Deductions	328,952
Net Increase	723,027
Net Assets Available for Benefits	
Beginning of Year	3,211,633
End of Year	$ 3,934,660

See accompanying notes and independent auditors' report

HERRING BANK
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Herring Bank 401(k) Profit Sharing Plan (the Plan) is provided for general information purposes only. For more complete information, participants should refer to the most current Plan document.

General
The Plan is a defined contribution retirement plan, which provides for the participation of substantially all employees of Herring Bank and subsidiaries and other companies under controlled group rules (the Company) who have completed 6 months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is intended to qualify under Section 401(k) of the Internal Revenue Code (IRC). Under the Plan, each participant has an account for his/her salary deferral contributions, any Company matching contributions and any Company discretionary contributions.

Nationwide Trust Company, FSB (Nationwide) serves as the Plan's investment custodian and is responsible for executing all investment transactions.

Contributions
Participants may make salary deferral contributions on a tax-deferred basis through payroll deductions from 1% up to 100% of their compensation (limited to certain amounts allowed under the IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Additionally, the Company makes matching contributions at 50% of employee contributions up to 5% of eligible compensation (as defined), which are applied to eligible participants who made salary deferral contributions to the Plan during the year. The Company may also make additional discretionary contributions. Participant and Company contributions are subject to the provisions of the IRC and related regulations.

Participant Accounts
Each participant's account is credited with the participant's contributions and allocations of (a) Company matching and discretionary contributions, if any, and (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Participant Loans
The Plan allows participants to obtain loans from their accounts, which may not exceed the lesser of one half of the participant's vested interest in the Plan or $50,000. During September 2012, the Bank's Plan Committee approved the minimum participant loan amount to be $1,500. Participant loans are maintained and serviced by the Plan's custodian as assets of the Plan. Participants should refer to the separate loan policy of the Plan for further information. Principal and interest is paid ratably through payroll deductions. Interest rates are based on prime rate plus 1.00%. At December 31, 2012, interest rates ranged from 4.25% to 5.00% on participant loans outstanding.

Vesting
Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. Participants become immediately 100% vested in employer matching contributions upon death or disability. Normal vesting in the Company's matching contribution, and any discretionary contribution plus actual earnings thereon is based on the following schedule:

Years of service	Vesting percentage
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Forfeited Accounts
At December 31, 2012 and 2011, forfeited nonvested accounts totaled $5,542 and $4,970, respectively. Forfeited balances of terminated participants' nonvested accounts are first made available to reinstate the accounts of terminated employees that return to employment status and have their accounts reinstated, then may be used as a reduction of employer matching contributions the year the forfeitures occur. During the year, the Plan utilized $11,184 of forfeitures to reduce employer matching contributions.

Payment of Benefits
On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his/her account. Distributions may be deferred until the participant reaches the age of 70½ or retires. Current Plan provisions do allow for withdrawals by active employees for certain hardship occurrences as allowed under the Internal Revenue Code. During September 2012, the Bank's Plan Committee approved a force-out policy for terminated employees vested account balances, to be distributed to individual retirement accounts.

Investment Options
Upon enrollment, a participant may direct their contributions to any of the investments selected by the Company's Trustee Committee or individually allocated annuity contracts. Participants have the option to change their investment allocations daily via phone or internet access to Nationwide.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events
The Plan Administrator has evaluated subsequent events through October 9, 2013, the date the financial statements were available to be issued.

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements
ASU 2011-04, "Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." ASU 2011-04 amends Topic 820, "Fair Value Measurements and Disclosures," to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 became effective for the Plan on January 1, 2012 and did not have a significant impact on the Plan's financial statements.

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Gains or losses on investment transactions are recorded as the difference between proceeds received and the carrying value of the investments.

Purchases and sales of investments are recorded on a trade-date basis. Income from investments is recorded on the accrual basis. Investment dividends and interest received are reinvested in the corresponding accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Allocated Annuity Contracts
During 2012 and 2011, participants transferred $0 and $5,000, respectively, of their account balances to individual allocated annuity contracts held by insurance companies. For the year ended December 31, 2012 and 2011, the contract values of these individual allocated annuity contracts were $829,039 and $1,147,859, respectively, and total estimated fair value of these individual allocated annuity contracts totaled $787,350 and $997,630 at December 31, 2012 and 2011, respectively. As allowed in the AICPA Audit and Accounting Guides for Employee Benefit Plans, these allocated contracts have been excluded from Plan assets in the accompanying financial statements.

Benefit Payments
Benefits are recorded when paid.

Administrative Fees
The Plan pays investment management fees from Plan assets. Third party investment management fees are elective by the participant and are charged directly to the participants' account. All other costs of the Plan are paid by the Plan's sponsor and are not reflected in these financial statements.

NOTE 3 - INFORMATION CERTIFIED BY NATIONWIDE TRUST COMPANY, FSB

The following is a summary of the Plan's investment information as of December 31, 2012 and 2011 included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following investments at fair value:

	2012	2011
Investments at Fair Value:		
Mutual Funds	$ 3,848,329	$ 3,130,056

Nationwide Trust Company also certified to the completeness and accuracy of $312,360 of net appreciation in fair value of investments and $79,592 of dividends related to the aforementioned assets for the year ended December 31, 2012.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31 are as follows:

	2012	2011
Value of Interest in Mutual Funds, at Fair Value:		
Manning & Napier Pro-Blended Mod Term S	$ 429,251	$ 346,342
Meeder Total Return Bond Fund	310,296	154,628
Meeder Dynamic Growth Fund	302,065	283,728
Manning & Napier Pro-Blended Max Term S	296,004	224,562
Meeder Balanced Fund	272,106	236,567
Meeder Strategic Growth Fund	257,956	268,815
Manning & Napier Pro-Blended Extended Term S	234,414	244,143
Meeder Muirfield Fund	228,057	295,723
Nationwide Inv Dest Mod Agrsv Svc	212,708	173,968

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants will become 100% vested in their accounts and the Plan assets will be distributed in a manner approved by the Internal Revenue Service.

NOTE 6 - TAX STATUS

The Plan has not received a determination letter on their adoption of the non-standardized prototype plan. In accordance with Revenue Procedure 2003-6, the Plan administrator has chosen to rely on the opinion letter, dated March 31, 2008, that has been issued to the prototype. Once qualified, the Plan is required to operate in conformity with the Internal Revenue Code (the Code) to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with applicable requirements of the Code and, therefore, believes 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. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

NOTE 7 - TRANSACTIONS WITH PARTIES IN INTEREST

At December 31, 2012, the Plan held investments in mutual funds and notes receivable from participants with a current value of $549,560 which are managed by Nationwide. Thus, transactions within these investment funds qualify as party-in-interest transactions as defined by ERISA.

NOTE 8 - FAIR VALUE MEASUREMENTS

The Plan complies with ASC Topic 820-10, *Fair Value Measurements*, which provides a framework for measuring fair value under generally accepted accounting principles. ASC 820-10 applies to all financial assets and liabilities that are being measured and reported on a fair value basis. As defined in ASC 820-10, 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. In determining fair value, the Plan uses various methods including market, income and cost approaches. Based on these approaches, the Plan often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities.

Level 3: Unobservable inputs that are not corroborated by market data. Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end, as certified by Nationwide Trust Company, FSB.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 - FAIR VALUE MEASUREMENTS (continued)

In determining the appropriate levels, the Plan performs a detailed analysis of the assets and that are subject to fair value measurement. The following table summarizes the financial investments measured at fair value on a recurring basis at December 31:

	Fair Value Measurements Using 2012			
	Level 1	**Level 2**	**Level 3**	**Totals**
Mutual Funds:				
Equity Index Funds	$ 31,542	$ -	$ -	$ 31,542
Growth Funds	1,864,791	-	-	1,864,791
Balanced Funds	1,926,489	-	-	1,926,489
Target Date Funds	25,507	-	-	25,507
Total Investments at Fair Value	$ 3,848,329	$ -	$ -	$ 3,848,329

	Fair Value Measurements Using 2011			
	Level 1	**Level 2**	**Level 3**	**Totals**
Mutual Funds:				
Equity Index Funds	$ 26,254	$ -	$ -	$ 26,254
Growth Funds	1,630,995	-	-	1,630,995
Balanced Funds	1,468,779	-	-	1,468,779
Target Date Funds	4,028	-	-	4,028
Total Investments at Fair Value	$ 3,130,056	$ -	$ -	$ 3,130,056

NOTE 8 - FAIR VALUE MEASUREMENTS (continued)

Changes in Fair Value and Related Gains and Losses
During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $312,360. Dividends earned totaled $79,592.

SUPPLEMENTAL SCHEDULE

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Nationwide	M&N Pro-Blended Mod Trm S	$ 429,251
	Nationwide	Meeder Ttl Rtn Bd	310,296
	Nationwide	Meeder Dynmc Gr	302,065
	Nationwide	M&N Pro-Blended Max Trm S	296,004
	Nationwide	Meeder Bal	272,106
	Nationwide	Meeder Strat Gr	257,956
	Nationwide	M&N Pro-Blended Extnd Trm S	234,414
	Nationwide	Meeder Mrfld	228,057
*	Nationwide	NW Inv Dest Mod Aggr Svc	212,708
*	Nationwide	NW Mny Mkt Inst	173,424
	Nationwide	Pimco Ttl Rtn A	129,608
	Nationwide	Meeder Aggr Gr	105,716
	Nationwide	Pimco Low Duration Fund	81,362
	Nationwide	Invsco Vk Comstk A	68,845
	Nationwide	Drey App	66,708
	Nationwide	Oppnhmr Devl Markets Fund A	57,044
	Nationwide	Invsco Realest A	52,475
	Nationwide	Heartland Sel Val Inv	52,374
	Nationwide	Jns Twnty T	50,893
	Nationwide	Nueber Genesis Tr	35,045
	Nationwide	Meeder Util Infr	32,843
	Nationwide	Blkrk Hrizn Eq Inv A	29,023
	Nationwide	Prncpl Hi Yld A	27,670
	Nationwide	Meeder Qntx	25,600
	Nationwide	Harbor International Inst	24,148
	Nationwide	Wfa Spec Mdcap Val Inv	23,502
	Nationwide	Wfa Gov Securities Inv	22,838
	Nationwide	Blkrk Gnma Inv A	22,091
*	Nationwide	NW Inv Dest Mod Cnsrv Svc	18,077
	Nationwide	Am Indep Us Infl Indx Inst	17,401
	Nationwide	M&N Pro-Blended Cnsrv Trm S	16,898
	Nationwide	Sntnl Govt Sec A	16,473
	Nationwide	Heartland Value Plus Inv	14,607
	Nationwide	Amcent Eq Indx Inv	13,084
*	Nationwide	NW Inv Dest Mod Svc	10,436
*	Nationwide	NW Inv Dest Aggr Svc	9,104
*	Nationwide	NW Inv Dest Cnsrv Svc	8,623
*	Nationwide	NW Dest 2035 A	7,849
	Nationwide	Gdmnscs Gov't Income Fund A	7,703
	Nationwide	Leggm Wstras Corplsbd Inst	7,176

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
(continued)	Nationwide	Blkrk Enrgy Rsrc Inv A	6,696
*	Nationwide	Nw Dest 2010 A	6,057
	Nationwide	Leggm Clrbrdg Smcap Gr A	5,923
	Nationwide	Amfds Inc Fd Am R3	5,520
	Nationwide	Advone Amerigo N	5,105
	Nationwide	Fed Bd F	4,845
	Nationwide	Oppnhmr Eq Inc A	4,344
	Nationwide	Mnnpr Eq Ser	4,288
	Nationwide	Gdmnscs Short Dur Govt A	4,254
	Nationwide	Amfds Am Bal R3	3,666
*	Nationwide	Nw Dest 2045 A	3,616
	Nationwide	Prncpl Mdcap Blnd Inst	3,213
*	Nationwide	Nw Dest 2030 A	2,786
	Nationwide	Jns Frty S	2,565
*	Nationwide	Nw Dest 2040 A	2,358
	Nationwide	Advone Clermont N	2,114
	Nationwide	Opp Cap Appp Fund Class A	2,098
*	Nationwide	Nw Dest 2055 A	1,720
	Nationwide	Mnnpr Wld Oppr Ser	1,476
*	Nationwide	Indexed Fixed Contract	1,057
*	Nationwide	Nw Dest 2015 A	695
	Nationwide	Ev Flotng Rt A	492
	Nationwide	Invsco Vk Eq Inc A	399
	Nationwide	Dws Eq Divd A	350
*	Nationwide	Nw Dest 2050 A	301
	Nationwide	Ev Ww Hlth Scnc A	212
	Nationwide	Oppnhmr International Bond Fd A	210
	Nationwide	Harbor International Inv	203
*	Nationwide	Nw Dest 2020 A	125
	Nationwide	Am Cent Val A	99
	Nationwide	Scout Intl	7
	Nationwide	Invesco Divrs Divd Inv	5
	Nationwide	Rdgwrth Mdcap Val Eq	5
	Nationwide	Vaneck Glvl Hrd Asst A	5
	Nationwide	Wfa Cmn Stk A	5
	Nationwide	Wfa Gr A	5
	Nationwide	Nuvn Realest Sec A	5
	Nationwide	De Divrs Inc A	2

HERRING BANK
401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by Nationwide Trust Company)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
(continued)	Nationwide	Rdgwrth Lgcap Val Eq	2
	Nationwide	Rdgwrth Smcap Val Eq	2
	Nationwide	Pimco Ttl Rtn Inst	2
		Total Investments	3,848,329
*	Nationwide	Participant Notes Receivable, rates range from 4.25% - 5.00%	90,624
		Total Investments and Participant Notes Receivable	$ 3,938,953

* Indicates party-in-interest to the Plan.

(d) - Column (d) has been omitted due to all investments being participant directed.