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
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1978

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

JM FAMILY ENTERPRISES, INC.

100 JIM MORAN BLVD
DEERFIELD BEACH, FL 33442-1702

2b Employer Identification Number (EIN)
59-1390794

2c Sponsor's telephone number
954-418-5250

2d Business code (see instructions)
423100

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	DAVID M. BUSH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	SANDRA PORCENG
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

RETIREMENT COMMITTEE
C/O JM FAMILY ENTERPRISES, INC.

3b Administrator's EIN: 45-4486797

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**	5850
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**	3666
b	Retired or separated participants receiving benefits	**6b**	656
c	Other retired or separated participants entitled to future benefits	**6c**	1581
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5903
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	88
f	Total. Add lines **6d** and **6e**	**6f**	5991
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	59
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:
1A 1G 3F 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN)
59-1390794

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		183754148
	b Actuarial value	2b		191956813
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	666	45510106
	b For terminated vested participants	3b	1561	50751234
	c For active participants:			
	(1) Non-vested benefits	3c(1)		3681039
	(2) Vested benefits	3c(2)		87907151
	(3) Total active	3c(3)	3664	91588190
	d Total	3d	5891	187849530
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		5.67 %
6	Target normal cost	6		8990622

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary — Date: 09/10/2013

BARBARA RUEL — Type or print name of actuary

11-05746 — Most recent enrollment number

MERCER — Firm name

813-207-6332 — Telephone number (including area code)

3031 N ROCKY POINT DR W, STE 700
TAMPA, FL 33607

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1021053	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	1021053	0
10	Interest on line 9 using prior year's actual return of -2.64%	-26956	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		12007740
	b Interest on (a) using prior year's effective interest rate of 6.14% except as otherwise provided (see instructions)		737275
	c Total available at beginning of current plan year to add to prefunding balance		12745015
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	994097	0

Part III Funding Percentages

14	Funding target attainment percentage	14	101.65 %
15	Adjusted funding target attainment percentage	15	102.18 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	107.49 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/14/2012	11600000				
04/15/2013	11000000				
07/01/2013	11000000				
09/13/2013	11000000				
			Totals ► 18(b)	44600000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	41400087

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
1.98%	5.07%	6.19 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 0

22 Weighted average retirement age — **22**: 63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years — **28**: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) — **29**: 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) — **30**: 0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6) — **31a**: 8990622

b Excess assets, if applicable, but not greater than line 31a — **31b**: 3113186

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**:

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) — **34**: 5877436

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35) — **36**: 5877436

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) — **37**: 41400087

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) — **38a**: 35522651

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances — **38b**: 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) — **39**: 0

40 Unpaid minimum required contributions for all years — **40**: 0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment — **42**:

43 Excess installment acceleration amount to be carried over to future plan years — **43**:

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
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN)
59-1390794

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

NORTHERN TRUST COMPANY

36-1561860

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

BOSTON TRUST & INVESTMENT MGMT CO

04-2273811

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

THE VANGUARD GROUP, INC.

23-1945930

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

BARING ASSET MANAGEMENT LLC

04-2429117

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

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

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

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

MONTAG & CALDWELL

58-1022504

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	137387	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UBS GLOBAL ASSET MGMT (AMERICAS) I

36-3664388

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	103099	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MELLON CAPITAL MGMT CORP

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	103390	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

BOSTON TRUST & INVESTMENT MGMT CO.

04-2273811

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	98149	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET BANK & TRUST CO

04-1867445

(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?
19 51 68	INV MGMT	56944	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERCATOR ASSER MANAGEMENT, L.P.

65-0617051

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	68570	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

BARING ASSET MANAGEMENT

04-2429117

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	57301	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

DODGE & COX INVESTMENT MANAGERS

13-6033041

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INV MGMT	36472	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NORTHERN TRUST COMPANY

36-1561860

(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?
21 25 50	TRUSTEE	51601	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

NEW ENGLAND PENSION CONSULTANTS INC

04-2927339

(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?
27 50	CONSULTING	24471	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN)
59-1390794

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: BARING INT'L INV LTD TRUST-FUND F

b Name of sponsor of entity listed in (a): BARING ASSET MANAGEMENT, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2429117-006	E	14583273

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DAILY VALUED GLOBAL ALPHA II FD

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-127	C	12932215

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-023	C	1

a Name of MTIA, CCT, PSA, or 103-12 IE: MERCATOR INTERNATIONAL FUND, L.P.

b Name of sponsor of entity listed in (a): MERCATOR ASSET MANAGEMENT, L.P.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-6126955-001	E	9829165

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI COL DLY RUSSELL 1000 VAL EQ FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138589-008	C	15803950

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA INT'L ALPHA SELECT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6041595-001	C	10335577

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MSCI EAFE SMALL CAP FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-164	C	6228573

a Name of MTIA, CCT, PSA, or 103-12 IE: UBS U.S. EQUITY COLLECTIVE FUND

b Name of sponsor of entity listed in (a): UBS GLOBAL ASSET MANAGEMENT FUND

c EIN-PN 36-3762086-016	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN)
59-1390794

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)	9000000	33000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	342026	382606
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	10149352	11053256
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2830096	3673683
(B) All other	1c(3)(B)	5336075	6123539
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	140724	150660
(B) Common	1c(4)(B)	36203362	30192825
(5) Partnership/joint venture interests	1c(5)	0	976902
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	39035685	45300316
(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)	18691106	24412438
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	47496066	68011489
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	14852100	19169906

		(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	184076592	242447620
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	185142	890810
k Total liabilities (add all amounts in lines 1g through1j)	1k	185142	890810
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	183891450	241556810

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)	44600000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		44600000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	389243	
(C) Corporate debt instruments	2b(1)(C)	507315	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	68580	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		965138
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	10631	
(B) Common stock	2b(2)(B)	744607	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1612396	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2367634
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	34690152	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	32535537	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		2154615
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	4506731	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		4506731

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3839768
(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)		1421331
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2703511
c Other income	2c		188935
d Total income. Add all **income** amounts in column (b) and enter total	2d		62747663
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4329737	
(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)		4329737
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)	51601	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	685783	
(4) Other	2i(4)	15182	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		752566
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5082303
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		57665360
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: PRICEWATERHOUSECOOPERS LLP **(2)** EIN: 13-4008324

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		5000000
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			
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
JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN)
59-1390794

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): 04-3275867

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** 84

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: 47% Investment-Grade Debt: 18% High-Yield Debt: 0% Real Estate: 1% Other: 34%

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):



Report of Independent Certified Public Accountants

To the Participants and Administrator of
JM Family Enterprises, Inc. Associates' Retirement Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JM Family Enterprises, Inc. Associates' Retirement Plan and Trust (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2011 and the related statement of changes in accumulated plan benefits for the year then ended, 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 the 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 the 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 4, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Ft. Lauderdale, Florida
October 14, 2013

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial 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) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: JM FAMILY ENTERPRISES, INC. ASSOCIATES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: JM FAMILY ENTERPRISES, INC.

D Employer Identification Number (EIN): 59-1390794

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2	Assets:			
	a Market value		2a	183,754,148
	b Actuarial value		2b	191,956,813
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	666	45,510,106
	b For terminated vested participants	3b	1,561	50,751,234
	c For active participants:			
	(1) Non-vested benefits	3c(1)		3,681,039
	(2) Vested benefits	3c(2)		87,907,151
	(3) Total active	3c(3)	3,664	91,588,190
	d Total	3d	5,891	187,849,530
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5	Effective interest rate		5	5.67 %
6	Target normal cost		6	8,990,622

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

BARBARA RUEL BR — Signature of actuary

9/23/2013 — Date

BARBARA RUEL — Type or print name of actuary

11-05746 — Most recent enrollment number

MERCER — Firm name

(813) 207-6332 — Telephone number (including area code)

3031 N ROCKY POINT DR W, STE 700

TAMPA FL 33607 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1,021,053	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	1,021,053	0
10	Interest on line 9 using prior year's actual return of (2.64) %	(26,956)	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		12,007,740
	b Interest on (a) using prior year's effective interest rate of 6.14 % except as otherwise provided (see instructions)		737,275
	c Total available at beginning of current plan year to add to prefunding balance		12,745,015
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	994,097	0

Part III Funding Percentages

14	Funding target attainment percentage	14	101.65 %
15	Adjusted funding target attainment percentage	15	102.18 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	107.49 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/14/2012	11,600,000				
04/15/2013	11,000,000				
07/01/2013	11,000,000				
09/13/2013	11,000,000				
			Totals ▶ 18(b)	44,600,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	41,400,087

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
1.98 %	5.07 %	6.19 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	8,990,622
b Excess assets, if applicable, but not greater than line 31a	31b	3,113,186

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	5,877,436

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	5,877,436
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	41,400,087
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	35,522,651
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010	☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	10,000	500	27,500
56	5.00%	9,500	475	26,600
57	5.00%	9,025	451	25,707
58	5.00%	8,574	429	24,882
59	5.00%	8,145	407	24,013
60	10.00%	7,738	774	46,440
61	10.00%	6,964	696	42,456
62	20.00%	6,268	1,254	77,748
63	15.00%	5,014	752	47,376
64	20.00%	4,262	852	54,528
65	25.00%	3,410	853	55,445
66	15.00%	2,557	384	25,344
67	20.00%	2,173	435	29,145
68	30.00%	1,738	521	35,428
69	40.00%	1,217	487	33,603
70	100.00%	730	730	51,100
Total			10,000	627,315
Average				62.7315

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Assumptions

Discount rate sponsor elections

• Segment rates or full yield curve	Segment	
• Look-back months	0	
• Use stabilized rates – funding	No	
• Use stabilized rates – Section 436 benefit restrictions	No	
	Stabilized rates	**Nonstabilized rates**
• First 5 years	5.54%	1.98%
• Next 15 years	6.85%	5.07%
• Over 20 years	7.52%	6.19%

Mortality sponsor elections

• Healthy participants	Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement.
• Disabled participants	Same as healthy

Other economic assumptions

• Salary increases	See table of sample rates
• Social Security wage base	4.00% per year
• Inflation	3.00% per year
• Expected investment return	8.00% per year for years 2010 and 2011 7.50% for 2012
• Expenses	None

Demographic assumptions

• Withdrawal	See table of sample rates
• Disability incidence	See table of sample rates.100% of those who decrement for disability are assumed to qualify for LTD.

• Retirement age

Age	Rate
55 – 59	5%
60 – 61	10%
62	20%
63	15%
64	20%
65	25%
66	15%
67	20%
68	30%
69	40%
70 and up	100%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Benefit commencement age for
  - Future vested deferred 65
  - Current vested deferred 65
- Spouse assumptions

	Male participants	Female participants
Percentage married	100%	100%
Spouse age difference	3 years younger	3 years older

Form of payment	Single life	100% Survivor Annuity
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100%
• Current vested deferred	100%	0%
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Rates

Salary Increase

Years of Service	Salary Increase
0 – 5	12.00%
6 – 13	10.00
14 – 19	7.00
20 or more	5.50

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Withdrawal

	Males						
	Years of Service						
Age	**0**	**1**	**2**	**3**	**4**	**5 – 9**	**10 +**
20	22.0%	20.0%	20.0%	20.0%	11.0%	11.0%	6.0%
25	22.0	20.0	20.0	16.0	11.0	11.0	6.0
30	22.0	20.0	16.0	14.0	11.0	9.0	6.0
35	22.0	20.0	13.0	12.0	11.0	8.0	5.0
40	22.0	20.0	12.0	12.0	11.0	8.0	5.0
45	22.0	20.0	12.0	12.0	11.0	8.0	4.5
50	22.0	20.0	9.0	9.0	9.0	8.0	3.0
55	22.0	20.0	8.0	8.0	8.0	8.0	0.0
60	22.0	20.0	8.0	8.0	8.0	6.0	0.0

	Females						
	Years of Service						
Age	**0**	**1**	**2**	**3**	**4**	**5 – 9**	**10 +**
20	25.0%	25.0%	25.0%	25.0%	15.0	15.0%	10.0%
25	25.0	25.0	22.0	22.0	15.0	15.0%	10.0
30	23.0	20.0	18.0	18.0	12.0	12.0%	9.0
35	21.0	18.0	15.0	14.0	10.0	9.0%	8.0
40	21.0	17.0	14.0	10.0	10.0	7.0%	6.0
45	21.0	17.0	14.0	9.0	9.0	7.0%	4.5
50	21.0	17.0	12.0	9.0	9.0	7.0%	4.5
55	21.0	17.0	10.0	9.0	9.0	7.0%	0.0
60	21.0	17.0	10.0	9.0	9.0	7.0%	0.0

Disability

Attained	**Rate**	
Age	**Male**	**Female**
20	0.009%	0.018%
30	0.015	0.029
40	0.031	0.062
50	0.113	0.225
60	0.247	0.494

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts**: The plan does not have any insurance contracts

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Social security wage base was updated from 4.50% to 4.00%.
- Inflation was updated from 3.50% to 3.00%.
- The expected return on assets was updated from 8.00% to 7.50%.

Schedule SB, line 25 — Change in Method

Mercer changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualifies for automatic IRS approval under Announcement 2010-3.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	**1-4**	**5-9**	**10-14**	**15-19**	**20-24**	**25-29**	**30-34**	**35-39**	**40 & up**	**Total**
Under 25	14	57 33,237	27 38,487								98
25-29	19	137 48,524	144 48,027	3							303
30-34	7	117 62,491	197 67,086	59 74,691	4						384
35-39	26 75,770	128 74,885	221 76,437	116 87,563	53 85,728	1					545
40-44	19	91 72,330	238 90,660	132 107,512	80 106,877	25 93,222	6				591
45-49	8	104 74,903	229 83,610	115 98,581	81 104,901	52 107,960	31 123,610				620
50-54	10	53 67,320	149 79,010	110 93,174	70 119,512	40 131,087	36 150,717	18	1		487
55-59	2	43 61,717	110 67,660	62 75,425	32 116,719	37 117,914	24 116,745	22 111,690	11	1	344
60-64	2	21 69,355	82 65,158	48 67,074	25 109,418	14	14	6	5	1	218
65-69		6	19	11	5	8		1			50
70 & up		2	9	1	1	1					14
Total	107	759	1,425	657	351	178	111	47	17	2	3,654

Excludes 10 active employees from non-participating companies who have frozen benefits in the plan.

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2011 limited to $245,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: January 1, 1978 Restated plan: January 1, 2002 Plan year: Calendar year
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None
Definitions	
• Covered employees (Associate)	Anyone who is employed by an Affiliated Company, excluding college interns and summer students, but including individuals who have earned income from a trade or business or an Employer. Individuals classified by the Employer as leased employees or independent contractors are not eligible.
• Participation	All Associates who were Participants as of the Restatement Date of January 1, 2002 shall remain Participants. All Eligible Associates (those age 21) on the Restatement Date shall become Participants as of the Restatement Date. After the Restatement Date, an Eligible Associate shall become a Participant on the first day of the month coincident with or next following the later of the Eligible Associate's date of hire or attainment of age 21.
• Employee contributions	None required or permitted.
• Employer contributions	The employer contributes in such amounts and at such times to be consistent with plan objectives and government regulations.
• Vesting service	All Years of Service credited to an Associate, where a Year of Service is each Plan Year where an Associate earns at least 1,000 hours.
• Vesting percentage	100% vested at age 65 if active. Otherwise, if credited with an hour of service on or after January 1, 2007:

Vesting Schedule	
Vesting Years of Service	**Vesting Percentage**
0 – 2	0%
3	40%
4	60%
5	80%
6 or more	100%

Schedule SB, Part V — Summary of Plan Provisions

• Credited service	One year for each Plan Year with 1,000 hours worked. In the year of hire or termination, Associate is credited with service (maximum of 1.000) equal to the ratio of Hours of Service an Associate accrued with an Employer during such Plan Year to 1,000 Hours of Service.
• Anticipated credited service	Credited Service plus service Associate would have accrued had he remained active until his Normal Retirement Date. Anticipated Credited Service for the year in which Associate reaches Normal Retirement Date equals months of service in such year multiplied by 0.175 but no greater than 1.0.
• Pensionable earnings	All cash remuneration paid or accrued for any Plan Year by an Employer to an Associate for the Associate's services. Amounts paid under employee benefit plans, car allowances, insurance pay, taxable fringe benefits, expense reimbursement, severance, short or long-term disability payments, and other extraordinary compensation are excluded. Includes certain other payments to the extent permitted under IRC Reg. 1.415(c)-2(e).
• Final average monthly compensation	The highest five successive calendar years out of the final fifteen calendar years expressed as a monthly rate.
• Estimated monthly social security benefit	The estimated monthly amount of income that would be payable to a Participant under the provisions of Title II of Social Security Act (Monthly Primary Insurance Amount) as in effect on the Participant's Date of Termination of Service commencing at Normal Retirement Date (or Late Retirement Date if Participant worked beyond his Normal Retirement Date). In calculating such amount, compensation after termination of employment is assumed to equal compensation in the last full year of employment and compensation prior to termination of employment is based on the last full year of compensation and the assumption that pay increased in the past at an annual rate of 6.0%. However, Participant may provide his actual Social Security earnings history prior to termination which will be used if it results in a larger benefit.
• Accrued benefit (monthly)	Greater of (A) or (B) below: A. 0.8% multiplied by Final Average Monthly Compensation and Credited Service (maximum of 35 years) minus 0.8% multiplied by Estimated Monthly Social Security Benefit and Credited Service (maximum of 35 years) B. $100 multiplied by Credited Service over Anticipated Credited Service; however, for those who became Participants on or after January 1, 1992 and before January 1, 2001 and whose Anticipated Credited Service as of the date of determination is less than 5 years, the $100 is multiplied by Anticipated Credited Service divided by 5. For those who became Participants on or after January 1, 2001 and whose Anticipated Credited Service is less than 5 years, the 100 is multiplied by Credited Service divided by 5.

Schedule SB, Part V — Summary of Plan Provisions

Unless otherwise provided under the Plan, each Section 401(a)(17) Participant's Accrued Benefit under this Plan will be the greater of the Accrued Benefit determined for the Participant under (C) or (D) below:

C. is the Participant's Accrued Benefit determined with respect to the benefit formula applicable for the Plan Year beginning on or after January 1, 1994, as applied to that Participant's total years of Credited Service, or

D. the sum of (i) and (ii):

i. The Participant's Accrued Benefit as of the last day of the last Plan Year beginning before January 1, 1994, frozen in accordance with Section 1. 401(a)(4)-13 of the regulations, and

ii. The Participant's Accrued benefit determined under the benefit formula applicable for the Plan Year beginning on or after January 1, 1994, as applied to the Participant's years of Credited Service for Plan Years beginning on or after January 1, 1994.

Normal retirement

- Eligibility: The first day of the month coincident with or next following a Participant's 65th birthday.
- Benefit: Accrued Benefit as of Normal Retirement Date.

Early retirement

- Eligibility: The first day of the month coincident with or next following the date a Participant has attained age 55 and completed 10 Vesting Years of Service.
- Benefit: Accrued Benefit reduced according to the following reduction factors if paid prior to Normal Retirement Date:

Number of Years between Early Retirement Date and Normal Retirement Date	Reduction Factor*
10	.5000
9	.5333
8	.5667
7	.6000
6	.6333
5	.6667
4	.7333
3	.8000
2	.8667
1	.9333
0	1.000

* Interpolated to measure period in years and months.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
• Eligibility	The first of any month after the Participant's Normal Retirement date on which a Participant terminates.
• Benefit	Accrued Benefit as of Late Retirement Date
Deferred vested	
• Eligibility	Termination for reasons other than Normal Retirement, Early Retirement, Late Retirement, Permanent Disability or Death.
• Benefit	Total Accrued Benefit multiplied by Participant's Vested Percentage payable at the Participant's Normal Retirement Date. If Participant has at least 10 Vesting Years of Service, payment may begin at age 55 with the reductions as stated in the early retirement section.
Disability	
• Eligibility	Any Participant qualified under the Company's Long Term Disability Plan (LTD Plan) or a Participant not so qualified but eligible for and receiving disability benefits under the Social Security Act for the period of time from date of Permanent Disability (after waiting period) continuously until age 65.
• Benefit for participants qualified for LTD plan	The amount will be equal to the Participant's Accrued Benefit subject to the following: — Credited Service will equal the Participant's Anticipated Credited Service with the exception that Normal Retirement Date shall be the later of Normal Retirement Date or the Date that his or her LTD benefit payments cease. — Final Average Monthly Compensation will be determined assuming that the Participant earned the annual rate of pay in effect on the January 1st of the Plan Year during which his or her Termination of Service due to Permanent Disability occurred to the later of Normal Retirement Date or the date on which the LTD Plan benefit payment cease. Such a benefit is payable on or after the later of Normal Retirement Date or the date LTD benefit payments cease.
• Benefit for non-LTD plan qualified	Accrued Benefit as of his or her date of disability. Such benefit is payable starting after 5 months and if the participant is eligible for early retirement, is reduced for early retirement according to the early retirement factors specified above.
Pre-retirement death	
• Eligibility	Death while eligible for normal, early, late, disability or deferred vested retirement benefits.
• Benefit	Benefit to spouse equal to Participant's Accrued Benefit multiplied by Vested Percentage and actuarially adjusted to the spouse's lifetime. If Participant dies on or after his Early Retirement Date, the actuarial equivalent is calculated as of date of death based on the early retirement benefit. For Participants who are receiving benefits under the LTD plan, the Accrued Benefit and Vested Percentage are determined

Schedule SB, Part V — Summary of Plan Provisions

	assuming the Participant continued to accrue Credited Service and Vesting Service during the period of disability and that Final Average Monthly Compensation is determined assuming he continued to earn compensation at his pay rate on the January 1 on or before disablement.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Unless participant, with the written notarized consent of participant's spouse, elects otherwise, participant will automatically receive joint and 50% contingent monthly benefit.
• Optional forms	Participant may choose from the following optional payments: • Single Life Annuity • 10-Year Certain and Life Benefit • 50%, 66 2/3%, or 100% Joint and Contingent Benefits • Lump Sum Payments: if value of benefit at benefit commencement is $5,000 or less or upon death if value of death benefit is $10,000 or less.
Miscellaneous	
• Actuarial equivalent	For payments other than lump sums, current basis is Rev. Rul. 2001-62 mortality and 6% interest. Lump sums are calculated using the mortality and interest specified in IRC 417(e).
• Participating companies	Affiliated companies participating in the plan and the effective dates of their participation are listed in Exhibit A of the plan document. Supplement #1 deals with World Cars, Inc. which ceased participation on December 31, 1994. Vesting service dates for certain participating companies are addressed in Supplement #2. Per Supplement #3, Youth Automotive Training Center is no longer a participating company as of December 31, 2007 and benefits are frozen for such company's Associates (vesting service continues).

Schedule SB, Part V — Summary of Plan Provisions

•	Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is $250,000.
•	Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is $200,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, are included in this valuation.

- **Most recent plan amendments included:** Amendment #2 is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuations.
- **Late retirement increases:**
  - *Active participants:* Active participants get continued benefit accruals until retirement date.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued without including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* The plan does not have any unpredictable contingent event benefits.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2012 AND 2011

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
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DECEMBER 31, 2012 AND 2011

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* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



Report of Independent Certified Public Accountants

To the Participants and Administrator of
JM Family Enterprises, Inc. Associates' Retirement Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JM Family Enterprises, Inc. Associates' Retirement Plan and Trust (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2011 and the related statement of changes in accumulated plan benefits for the year then ended, 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 the 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 the 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 4, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Ft. Lauderdale, Florida
October 14, 2013

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Common collective trust funds	$ 69,712,754	$ 57,726,791
Common and preferred stocks	30,343,485	36,344,086
U.S. government securities	11,053,256	9,196,722
Mutual and commodities funds	68,011,489	47,496,066
Corporate debt instruments	9,797,222	8,166,171
Municipal bonds	1,339,714	1,215,145
Hedge fund of funds	17,830,192	14,589,585
Real estate fund	976,902	-
Total Investments	209,065,014	174,734,566
RECEIVABLES		
Employer contributions	33,000,000	9,000,000
Accrued interest and dividends	348,527	277,533
Due from broker for securities sold	34,079	64,493
Total Receivables	33,382,606	9,342,026
Total Assets	242,447,620	184,076,592
LIABILITIES		
Accrued expenses	144,178	128,799
Due to broker for securities purchased	746,632	56,343
Total Liabilities	890,810	185,142
NET ASSETS AVAILABLE FOR BENEFITS	$ 241,556,810	$ 183,891,450

The accompanying notes are an integral part of these financial statements.

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Net appreciation (depreciation) in fair value of investments	$ 14,360,473	$ (9,749,190)
Interest and other investment income, net of investment expenses of $737,336 in 2012 and $683,909 in 2011	3,034,624	5,225,059
Total investment income (loss)	17,395,097	(4,524,131)
EMPLOYER CONTRIBUTIONS	44,600,000	13,000,000
Total additions, net	61,995,097	8,475,869
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	(4,329,737)	(3,705,854)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	57,665,360	4,770,015
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	183,891,450	179,121,435
End of year	$241,556,810	$183,891,450

The accompanying notes are an integral part of these financial statements.

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
STATEMENT OF ACCUMULATED PLAN BENEFITS
December 31, 2011

Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	$	37,196,991
Other participants		101,354,802
		138,551,793
Nonvested benefits		2,741,057
Total actuarial present value of accumulated plan benefits	$	141,292,850

The accompanying notes are an integral part of these financial statements.

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the Year Ended December 31, 2011

Actuarial present value of accumulated plan benefits at beginning of year	$	119,029,817
Increase (decrease) during the year attributable to:		
Benefits accumulated, including actuarial gains and losses		6,953,173
Effect of increase in interest due to the decrease in the discount period		9,361,798
Benefits paid		(3,705,854)
Change in actuarial assumptions		9,653,916
Net increase		22,263,033
Actuarial present value of accumulated plan benefits at end of year	$	141,292,850

The accompanying notes are an integral part of these financial statements.

JM FAMILY ENTERPRISES, INC.
ASSOCIATES' RETIREMENT PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

(1) DESCRIPTION AND ADMINISTRATION OF THE PLAN:

The following brief description of the JM Family Enterprises, Inc. Associates' Retirement Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document or Summary Plan Description for more information.

General

The Plan was established as a defined benefit pension plan on January 1, 1978. The Plan is administered by a Retirement Committee appointed by the Board of Directors of JM Family Enterprises, Inc. (the "Company"). The Plan is non-contributory and covers substantially all of the associates of JM Family Enterprises, Inc., its affiliates, divisions and other participating companies, including Southeast Toyota Distributors, LLC; SET Services Group, LLC; JM&A Group (which consists of J.M.I.C. Life Insurance Co., Jim Moran & Associates, Inc., Fidelity Warranty Services, Inc., Courtesy Insurance Company and Century Warranty Services, Inc.); World Omni Financial Corp.; Southeast Transportation Systems, Inc.; JM Service Center LLC; DataScan Technologies LLC; JM Auto, Inc. d/b/a JM Lexus; Monetrics, Inc.; JMFE International, Inc.; and DataScan Field Services LLC (collectively the "Participating Affiliates").

The assets of the Plan are held and managed by The Northern Trust Company (the "Trustee"), which has been given the authority and power to trade securities, register stock, borrow funds and take any other action it believes is beneficial to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Pension Benefits, Including Vesting and Eligibility

All members of the Plan are eligible for retirement benefits at normal retirement age of 65 or at an early retirement age of 55 after completion of at least ten years of vesting service. Early retirement is also available to those who were age 50 or older on September 1, 1983 and who have had at least eight years of vesting service and are at least age 58 at the time of their retirement.

Effective January 1, 2007, the Plan was amended for participants with an hour of service on or after January 1, 2007 to provide for 40% vesting after completing three years of eligible service with 20% of additional vesting per each additional year thereafter until full vesting after completing six years of eligible service. Prior to January 1, 2007, the Plan provided for 30% vesting after completing three years of eligible service, with 10% additional vesting for the fourth year of eligible service and 20% per year each additional year thereafter until full vesting after completing seven years of eligible service. Vesting service determines a participant's rights to Plan benefits. An associate who retires on the normal retirement date is entitled to benefits accrued as of that date. The accrued monthly benefit is 0.8% of an associate's average monthly compensation, net of estimated Social Security benefits, multiplied by years of credited service (up to 35). Average monthly compensation is defined as the participant's basic compensation during the five successive calendar years out of the last fifteen calendar years preceding the date on which service terminates which gives the highest average monthly basic compensation for the participant. Compensation is restricted to the limitation imposed by Section 401(a)(17) of the Internal Revenue Code of 1986, as amended (the "IRC"). Special rules apply for determining the accrued benefit on or after January 1, 1994 if it is based on compensation that exceeds $150,000 for years prior to 1994. Credited service determines the amount of benefits to be received. The benefits may not exceed the limitation imposed by Section 415 of the IRC.

The following is a distribution of the number of active Plan participants at January 1:

	2012	2011
Fully vested	2,494	2,287
Partially vested	692	980
Non-vested	478	417
Total active participants	3,664	3,684

Death and Disability Benefits

If a participant dies before receiving a pension benefit, a death benefit equal to the value of the participant's vested accumulated pension benefits at the time of death will be paid to the participant's beneficiary in accordance with the terms of the Plan. Active participants who become permanently disabled and receive benefits under the Company's Long Term Disability ("LTD") plan will continue to accrue pension benefits while receiving the LTD benefit. Active associates who become permanently disabled and receive Social Security disability benefits but are not eligible to receive benefits under the Company's LTD plan may be eligible for payment of their accrued benefit after disability has existed for 5 months, or the date of application for the benefit, if later.

Funding Policy

The funding policy of the Plan is to remit periodically to the Trustee at least the minimum required contribution and not more than the maximum deductible contribution, as determined by the actuary for the Plan. The Participating Affiliates have met the minimum funding standards of ERISA for the Plan year.

(2) SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan to make estimates and assumptions, such as those regarding fair value, that affect the reported amounts of Plan assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period and the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the years of credited service associates have rendered through the benefit information date. Accumulated plan benefits include benefits expected to be paid to retired, disabled or terminated associates or their beneficiaries, to beneficiaries of associates who died, and to present associates or their beneficiaries. Benefits under the Plan are based on average monthly compensation, credited years of service and social security benefits.

The actuarial present value of accumulated plan benefits is determined by a third-party actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1 were:

	2012	2011
Rate of return on investments	7.5%	8.0%
Annual Consumer Price Index increase	4%	4%
Normal retirement age	65	65

The life expectancy of participants used in the actuarial valuations was determined using the Retired Pensioners-2000 Mortality Table as of January 1, 2012 and January 1, 2011. The Plan's actuarial cost method, Projected Unit Credit, provides for the funding of actuarial gains and losses through the normal cost.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Investment Valuation and Income Recognition

Investments are reported at fair value. The changes in fair values of investments bought and sold as well as held are reflected in the Statements of Changes in Net Assets Available for Benefits as Net appreciation (depreciation) in fair value of investments. This includes net unrealized appreciation (depreciation) of investments (the difference between the fair market value of assets at the beginning of the year, or if purchased during the year,

at the time of purchase, and the fair market value of those assets at the end of the year) and net realized gains (losses) on sales of investments (the difference between proceeds received and the fair market value of assets at the beginning of the year, or if purchased during the year, at the time of purchase). Purchases and sales of investments are reflected on a trade date basis.

Interest and other investment income are recorded as earned on the accrual basis. Included in other investment income are dividends, which are recorded on the ex-dividend date.

Plan Expenses

Plan expenses (primarily actuarial, audit and legal fees) are paid by the Company and the Participating Affiliates. The Plan's investment management, advisory and trustee fees are paid by the Plan and are netted out of investment income.

Payment of Benefits

Benefit payments to participants are recorded upon distribution by the trustee.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued accounting guidance that provides a consistent definition of fair value measurement and closely aligns disclosure requirements between GAAP and International Financial Reporting Standards. The new standard requires the Plan to expand existing disclosures. This accounting guidance was adopted January 1, 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements. See Note 5 for further disclosure regarding the Plan's fair value measurements.

(3) PLAN TERMINATION

The Company reserves the right to amend or terminate the Plan at any time by means of a resolution of its Board of Directors. Although the Company has not expressed any intention to terminate the Plan, if the Plan is terminated, all benefits under the Plan will stop accruing, and all participants will automatically become 100% vested in their accrued benefits as of the Plan termination date. The assets of the Plan will be used to pay benefits according to priorities established in the Plan document, subject to approval by the Pension Benefit Guaranty Corporation (the "PBGC") and the Internal Revenue Service.

The liability of the Plan to the participants is limited by the assets of the Plan at the time of termination (although the PBGC guarantees that a certain portion of the benefits will be paid regardless of the amount of assets on hand). The manner of the distribution of assets will be on a priority basis with benefits being paid generally in order of the following categories: beneficiaries and retirees, participants who are eligible to retire but who are still working, participants who have vested benefits who are not yet eligible to retire, and then all other participants. If there are any assets in the Plan after payment of all liabilities and benefits due participants and beneficiaries, remaining assets may revert back to the Company and other Participating Affiliates.

Pension benefits under the Plan are insured by the PBGC, an agency of the federal government. If the Plan terminates without enough money to pay all benefits, the PBGC will step in to pay pension benefits. Most participants will receive all of the pension benefits they would have received under the Plan, but some participants may lose benefits.

The PBGC guarantee generally covers: (1) Normal and early retirement benefits; (2) disability benefits if participants become disabled before the Plan terminates; and (3) certain benefits for participants survivors.

The PBGC guarantee generally does not cover (1) Benefits greater than the maximum guaranteed amount set by law for the year in which the Plan terminates; (2) some or all of benefit increases and new benefits based on Plan provisions that have been in place for fewer than 5 years at the time the Plan terminates; (3) benefits that are not vested because participants have not worked long enough for the Company or other Participating Affiliates; (4) benefits for which participants have not met all of the requirements at the time the Plan terminates; (5) certain early retirement payments (such as supplemental benefits that stop when participants become eligible for Social Security) that result in an early retirement monthly benefit greater than participants monthly benefit at the Plan's normal retirement age; and (6) non-pension benefits, such as health insurance, life insurance, certain death benefits, vacation pay, and severance pay.

Even if certain of participants' benefits are not guaranteed, participants still may receive some of those benefits from the PBGC depending on how much the Plan has and on how much the PBGC collects from employers.

(4) INVESTMENTS AS CERTIFIED BY THE TRUSTEE

The following is a summary of the Plan's financial information and data included in the Plan's financial statements and supplemental schedules which was certified by the Trustee as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011 as complete and accurate, in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2012	2011
Investments, at fair value	$ 209,065,014	$174,734,566
Due from broker for securities sold	34,079	64,493
Accrued interest and dividends	348,527	277,533
Due to broker for securities purchased	(746,632)	(56,343)
	$ 208,700,988	$175,020,249

	2012	2011
Net appreciation (depreciation) in fair value of investments	$ 14,360,473	$ (9,749,190)
Interest and dividends, net of investment expenses of $721,957 in 2012 and $684,264 in 2011	3,050,003	5,224,705
	$ 17,410,476	$ (4,524,485)

Investments as certified by the Trustee in the above tables excludes Employer contributions receivable of $33,000,000 and $9,000,000 and Accrued expenses of $144,178 and $128,799 as of December 31, 2012 and 2011, respectively, included in the Statements of Net Assets Available for Benefits. Investment expenses included in the above tables exclude the impact of recognizing the accrued expenses for the years ended December 31, 2012 and 2011.

The Plan's investments are held by the Trustee. Investments that represent 5 percent or more (computed separately for each year) of the Plan's net assets in the Statements of Net Assets Available for Benefits are as follows as of December 31:

	2012		2011	
Common collective trust funds:				
Baring International Group Trust F Fixed Income Fund	$ 14,583,273		$ 12,608,641	
Mellon EB Daily Valued Global Alpha II Fund	12,932,215		12,956,355	
MFB Northern Trust Collective Russell 1000 Value Index Fund	15,803,950		-	*
UBS U.S. Equity Fund	-	*	14,345,761	
Mutual and commodities funds:				
MFO Vanguard Institutional Index Fund	14,419,556		-	*
Northern Trust Institutional Government Select Portfolio	-	*	14,678,472	
PIMCO All Asset Fund	19,389,850		16,795,769	
PIMCO Commodity Real Return Strategy Fund	13,070,083		10,019,593	
Hedge fund of funds:				
Permal Fixed Income Holdings N.V.	17,830,192		14,589,585	

* Presented for comparative purposes only as investment did not exceed 5% in current/previous year.

During 2012 and 2011, the Plan's investments appreciated (depreciated) (including gains and losses on investments bought and sold as well as held during the year) as follows for the year ended December 31:

	2012	2011
Common collective trust funds	$ (972,960)	$ (3,398,547)
Common and preferred stocks	10,793,129	502,445
U.S. government securities	(198,160)	(138,453)
Mutual and commodities funds	2,534,445	(6,047,639)
Corporate debt instruments	735,877	46,561
Municipal bonds	124,568	151,998
Hedge fund of funds	1,351,672	(865,555)
Real estate fund	(8,098)	-
Net Appreciation (Depreciation) in Fair Value of Investments	$ 14,360,473	$ (9,749,190)

(5) FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value should be based on assumptions that market participants would use, including a consideration of nonperformance risk. Fair value measurements are categorized into three levels based on the inputs used to measure fair value:

Level 1: Quoted (unadjusted) prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value:

Common collective trust funds: These investments are public investment vehicles that are valued using the Net Asset Value ("NAV") provided by the administrator of the trust. The NAV is based on the value of the underlying assets owned by the trust, minus its liabilities, and then divided by the number of shares outstanding. These investments are not available in an exchange or active market; however, the fair value of the level 2 investments are determined based on the underlying investments as traded in an exchange and active market.

Common and preferred stock: Valued at the closing price reported on the active market on which the security is traded and as such, are generally categorized as level 1.

U.S. government securities: U.S. Treasury Notes are valued at the closing price reported on the active market on which the notes are traded and as such, are generally categorized as level 1. Other U.S. government securities are valued at quoted market prices that are traded in less active markets and as such, are generally categorized as level 2.

Mutual and commodities funds: Valued at the closing NAV reported in the active market in which the investments are traded and as such, are generally categorized as level 1.

Corporate debt instruments: Valued at quoted market prices that are traded in less active markets and as such, are generally categorized as level 2.

Municipal bonds: Valued at quoted market prices that are traded in less active markets and as such, are generally categorized as level 2.

Hedge fund of funds: The hedge fund of funds has a global fixed income focus employing long, trading, event driven and global macro strategies, with the goal of generating higher returns. The hedge fund of funds may be redeemed monthly with notice by the eleventh day of the month and does not include any funding commitments. Valued at the NAV of shares held by the Plan at year-end, the NAV of the hedge fund of funds represents the NAV of the underlying funds. The NAV of the underlying funds are calculated by deducting liabilities of the funds from the fair value of the investment securities within the fund. Some of the underlying funds and investment securities trade less frequently and have longer holding periods. Market information for hedge fund of funds and the underlying funds and investment securities are provided by investment advisors, pricing services, and other available information, which is evaluated by management. The hedge fund of funds investment is classified within level 3 of the fair value hierarchy because of the significance of unobservable inputs to the fair value measurement. The Plan obtains pricing for the hedge fund of funds from experienced third party fund managers.

Real estate fund: The real estate fund applies a fundamental, value-oriented approach to investing in real estate with the objective to achieve substantial returns while bearing less than commensurate risk. The real estate fund may be redeemed monthly with 30 days notice and includes unfunded commitments of $1,208,098 as of December 31, 2012. Valued at the NAV of shares held by the Plan at year end, the real estate fund includes an investment in a private equity fund which invests in real estate assets. The NAV of the fund is calculated by deducting liabilities of the fund from the fair value of the real estate assets within the fund. Market information for the fund is provided by investment advisors, pricing services, and other available information, which is evaluated by management. The real estate fund investment is classified within level 3 of the fair value hierarchy because of the significance of unobservable inputs to the fair value measurement. The Plan obtains pricing for the real estate fund from experienced third party fund managers

The following tables set forth the Plan's assets measured at fair value on a recurring basis by level within the fair value hierarchy as of December 31:

2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Common collective trust funds	$ -	$ 69,712,754	$ -	$ 69,712,754
Common and preferred stocks	30,343,485	-	-	30,343,485
U.S. government securities	4,172,415	6,880,841	-	11,053,256
Mutual and commodities funds	68,011,489	-	-	68,011,489
Corporate debt instruments	-	9,797,222	-	9,797,222
Municipal bonds	-	1,339,714	-	1,339,714
Hedge fund of funds	-	-	17,830,192	17,830,192
Real estate fund	-	-	976,902	976,902
	$ 102,527,389	$ 87,730,531	$ 18,807,094	$ 209,065,014

2011	**Level 1**	**Level 2**	**Level 3**	**Total**
Common collective trust funds	$ -	$ 57,726,791	$ -	$ 57,726,791
Common and preferred stocks	36,344,086	-	-	36,344,086
U.S. government securities	856,128	8,340,594	-	9,196,722
Mutual and commodities funds	47,496,066	-	-	47,496,066
Corporate debt instruments	-	8,166,171	-	8,166,171
Municipal bonds	-	1,215,145	-	1,215,145
Hedge fund of funds	-	-	14,589,585	14,589,585
	$ 84,696,280	$ 75,448,701	$ 14,589,585	$ 174,734,566

The following table summarizes the changes in the fair value of the Plan's Level 3 assets for the years ended December 31:

	2012	**2011**
Beginning balance	$ 14,589,585	$ 12,768,789
Purchases	3,133,935	2,686,351
Sales	(260,000)	-
Realized gains (losses)	-	-
Unrealized gains (losses)	1,343,574	(865,555)
Ending balance	$ 18,807,094	$ 14,589,585

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation (depreciation) in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

(6) PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are mutual funds managed by the Trustee.

(7) RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

(8) TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 2, 2011, that the Plan and related trust are qualified under all applicable sections of the IRC. The Plan is a defined benefit plan pursuant to Section 401(a) of the IRC. It is the opinion of the Plan administrator and management of the Company that the Plan design and its operations as of December 31, 2012 and 2011 and for the years then ended are in compliance with Section 401(a) of the IRC. Accordingly, the Plan is entitled to an exemption under the provisions of IRC Section 501(a), and thus no provision for federal income taxes has been made in the accompanying financial statements.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(9) SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued, and determined no matters required disclosure.

Supplemental Schedules

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	COMMON COLLECTIVE TRUST FUNDS			
	Baring International Group Trust F Fixed Income Fund	103-12 investment entity, 41,400 shares	$ 7,673,561	$ 14,583,273
	Mellon EB Daily Valued Global Alpha II Fund	Common collective trust fund, 99,901 shares	13,003,517	12,932,215
	Mercator International Fund Collective Fund	103-12 investment entity, 462,388 shares	9,340,678	9,829,165
	MFB Northern Trust Collective Russell 1000 Value Index Fund	Common collective trust fund, 17,824 shares	16,000,000	15,803,950
	SSGA International Alpha Select Fund Collective Fund	Common collective trust fund, 807,088 shares	9,098,118	10,335,578
	SSGA Small Cap Index Fund Collective Fund	Common collective trust fund, 671,834 shares	5,000,000	6,228,573
			$ 60,115,874	$ 69,712,754
	COMMON AND PREFERRED STOCKS			
	Abbott Laboratories	Common Stock, 10,300 shares	$ 522,487	$ 674,650
	Accenture	Common Stock, 3,600 shares	174,427	239,400
	Allergan, Inc.	Common Stock, 5,700 shares	388,912	522,861
	American Science & Engr, Inc.	Common Stock, 2,500 shares	210,464	163,025
	American States Water Co.	Common Stock, 2,400 shares	85,003	115,152
	AmerisourceBergen Corp.	Common Stock, 8,200 shares	323,169	354,076
	Apogee Enterprises, Inc.	Common Stock, 6,900 shares	80,779	165,393
	Apple, Inc.	Common Stock, 1,143 shares	364,999	609,253
	Bank Hawaii Corp.	Common Stock, 6,850 shares	281,766	301,743
	Bed Bath & Beyond, Inc.	Common Stock, 3,900 shares	215,752	218,049
	Biogen Idec, Inc.	Common Stock, 1,130 shares	159,526	165,737
	BioMed Realty Trust, Inc.	Common Stock, 4,100 shares	79,392	79,253
	Blackbaud, Inc.	Common Stock, 4,950 shares	83,330	113,009
	Bottomline Technologies, Inc.	Common Stock, 5,500 shares	124,146	145,145
	Bruker Corp.	Common Stock, 14,300 shares	215,783	218,361
	Calgon Carbon Corp.	Common Stock, 8,900 shares	142,126	126,202
	Cameron International Corp.	Common Stock, 7,700 shares	347,951	434,742
	Cantel Medical Corp.	Common Stock, 4,425 shares	57,258	131,555
	Carbo Ceramics, Inc.	Common Stock, 3,325 shares	208,713	260,481
	Citigroup Capital XIII	Preferred Stock, 5,400 shares	140,168	150,660
	CLARCOR, Inc.	Common Stock, 5,900 shares	187,388	281,902
	Coca Cola Co.	Common Stock, 18,500 shares	481,101	670,625
	Cohen & Steers, Inc.	Common Stock, 6,150 shares	204,285	187,391
	Coherent, Inc.	Common Stock, 2,130 shares	51,664	107,821
	Colgate-Palmolive Co.	Common Stock, 4,900 shares	418,184	512,246
	Columbia Sportswear Co.	Common Stock, 2,750 shares	155,646	146,740
	Commercial Metals Co.	Common Stock, 11,375 shares	175,941	169,033
	Commvault Systems, Inc.	Common Stock, 2,800 shares	74,914	195,188
	Computer Programs & System, Inc.	Common Stock, 2,655 shares	124,932	133,653

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	CoreSite Realty Corp.	Common Stock, 6,000 shares	160,298	165,960
	Corporate Office Properties Trust	Common Stock, 3,200 shares	97,641	79,936
	Costco Wholesale Corp.	Common Stock, 4,800 shares	321,188	474,096
	Darling International, Inc.	Common Stock, 6,825 shares	104,082	109,473
	Dime Community Bancshares, Inc.	Common Stock, 7,799 shares	76,474	108,328
	Dorman Products, Inc.	Common Stock, 4,000 shares	99,954	141,360
	Dupont Fabros Tech, Inc.	Common Stock, 10,300 shares	249,114	248,848
	East West Bancorp, Inc.	Common Stock, 10,850 shares	192,693	233,167
	Ebay, Inc.	Common Stock, 6,700 shares	252,741	341,834
	EMC Corp.	Common Stock, 5,600 shares	145,989	141,680
	Esco Technologies, Inc.	Common Stock, 3,100 shares	121,033	115,971
	Express Scripts Holding Co.	Common Stock, 8,653 shares	496,985	467,262
	Financial Engines, Inc.	Common Stock, 6,400 shares	146,296	177,600
	First Financial Bankshares, Inc.	Common Stock, 2,900 shares	107,101	113,129
	Franklin Electric Co., Inc.	Common Stock, 2,625 shares	149,288	163,196
	Fresh Market, Inc.	Common Stock, 2,575 shares	105,247	123,832
	General Electric Co.	Common Stock, 28,000 shares	528,312	587,720
	Genesee & Wyoming, Inc.	Common Stock, 3,150 shares	99,616	239,652
	Gentherm Incorporated	Common Stock, 7,000 shares	104,934	93,100
	Geospace Technologies Corp.	Common Stock, 2,250 shares	108,282	199,958
	Google, Inc.	Common Stock, 465 shares	242,643	329,857
	Hain Celestial Group, Inc.	Common Stock, 1,175 shares	22,246	63,709
	Hibbett Sports, Inc.	Common Stock, 3,300 shares	65,478	173,910
	Hub Group, Inc.	Common Stock, 4,200 shares	150,897	141,120
	ICU Medical, Inc.	Common Stock, 3,550 shares	139,756	216,302
	II - VI, Inc.	Common Stock, 6,600 shares	141,411	120,582
	Independent Bank Corp.	Common Stock, 4,800 shares	100,447	138,960
	Interdigital, Inc.	Common Stock, 3,400 shares	183,119	139,740
	IPG Photonics Corp.	Common Stock, 3,475 shares	151,963	231,609
	iRobot Corporation	Common Stock, 6,750 shares	173,085	126,495
	J2 Global, Inc.	Common Stock, 5,075 shares	112,669	155,194
	Johnson Controls, Inc.	Common Stock, 4,866 shares	135,509	149,386
	Juniper Networks, Inc.	Common Stock, 18,900 shares	348,211	371,763
	Kraton Performance Polymers, Inc.	Common Stock, 2,900 shares	64,423	69,687
	Landauer, Inc.	Common Stock, 1,275 shares	75,106	78,043
	Las Vegas Sands Corp.	Common Stock, 3,000 shares	160,977	138,480
	Life Time Fitness, Inc.	Common Stock, 3,100 shares	123,998	152,551
	Lifeway Foods, Inc.	Common Stock, 260 shares	3,036	2,272
	Lindsay Corp.	Common Stock, 3,000 shares	119,181	240,360
	Liquidity Services, Inc.	Common Stock, 4,075 shares	57,114	166,505
	Lufkin Industries, Inc.	Common Stock, 5,700 shares	420,078	331,341
	MarketAxess Holdings, Inc.	Common Stock, 7,300 shares	204,228	257,690
	McDonalds Corp.	Common Stock, 2,700 shares	178,001	238,167
	Men's Wearhouse, Inc.	Common Stock, 5,600 shares	166,175	174,496
	Meridian Bioscience, Inc.	Common Stock, 7,335 shares	146,496	148,534
	Microstrategy, Inc.	Common Stock, 1,175 shares	144,253	109,722
	Middleby Corp.	Common Stock, 2,200 shares	124,382	282,062

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Miller Herman, Inc.	Common Stock, 2,900 shares	45,620	62,118
	Minerals Technologies, Inc.	Common Stock, 4,500 shares	99,122	179,640
	Mondelez International, Inc.	Common Stock, 20,700 shares	457,296	527,229
	Monsanto Company	Common Stock, 6,500 shares	452,584	615,225
	Myriad Genetics, Inc.	Common Stock, 6,700 shares	164,304	182,575
	Natural Gas Services Group	Common Stock, 3,950 shares	72,979	64,859
	Neogen Corp.	Common Stock, 2,525 shares	67,310	114,433
	New Jersey Resources Corp.	Common Stock, 5,600 shares	194,868	221,872
	NIC, Inc.	Common Stock, 8,000 shares	78,391	130,720
	Nike, Inc.	Common Stock, 4,000 shares	126,772	206,400
	Occidental Petroleum Corp.	Common Stock, 4,000 shares	310,593	306,440
	Oracle Corp.	Common Stock, 16,400 shares	500,158	546,448
	Pepsico, Inc.	Common Stock, 5,300 shares	303,834	362,679
	Philip Morris International, Inc.	Common Stock, 6,900 shares	619,413	577,116
	Plantronics, Inc.	Common Stock, 8,100 shares	174,048	298,647
	Polycom, Inc.	Common Stock, 18,775 shares	203,129	196,387
	Power Integrations, Inc.	Common Stock, 6,500 shares	165,424	218,465
	Procter & Gamble Co.	Common Stock, 5,910 shares	367,462	401,230
	Quaker Chemical Corp.	Common Stock, 3,870 shares	72,208	208,438
	Qualcomm, Inc.	Common Stock, 11,100 shares	497,278	688,422
	Quality Systems, Inc.	Common Stock, 8,400 shares	233,148	145,824
	RPC, Inc.	Common Stock, 9,837 shares	112,126	120,405
	Sapient Corporation	Common Stock, 19,400 shares	230,996	204,864
	Schlumberger Ltd.	Common Stock, 3,500 shares	212,007	242,515
	Select Comfort Corp.	Common Stock, 8,125 shares	134,396	212,631
	Signature Bank	Common Stock, 4,175 shares	139,839	297,845
	Simpson Manufacturing Co.	Common Stock, 3,800 shares	84,264	124,602
	Sodastream International Ltd.	Common Stock, 4,900 shares	196,845	219,961
	South Jersey Industries, Inc.	Common Stock, 2,825 shares	105,595	142,182
	Starbucks Corp.	Common Stock, 7,100 shares	362,389	380,702
	Stryker Corp.	Common Stock, 6,400 shares	329,255	350,848
	SVB Financial Group	Common Stock, 4,100 shares	240,575	229,477
	Syntel, Inc.	Common Stock, 1,900 shares	116,812	101,821
	Team, Inc.	Common Stock, 6,500 shares	132,563	247,260
	Techne Corp.	Common Stock, 2,200 shares	153,253	150,348
	Thoratec Corp.	Common Stock, 5,800 shares	198,375	217,616
	Texas Capital Bancshares, Inc.	Common Stock, 4,600 shares	116,976	206,172
	TJX Companies, Inc.	Common Stock, 4,800 shares	98,545	203,760
	UMB Financial Corp.	Common Stock, 5,050 shares	197,755	221,392
	Umpqua Holdings Corp.	Common Stock, 18,800 shares	201,300	221,652
	Unilever N.V.	Common Stock, 8,700 shares	289,226	333,210
	United Natural Foods, Inc.	Common Stock, 4,000 shares	106,569	214,360
	United Parcel Service, Inc.	Common Stock, 5,000 shares	350,786	368,650
	Visa, Inc.	Common Stock, 2,990 shares	274,527	453,224
	Vitamin Shoppe, Inc.	Common Stock, 2,600 shares	114,482	149,136
	Watts Water Tech, Inc.	Common Stock, 4,420 shares	105,574	190,016
	Weight Watchers International, Inc.	Common Stock, 2,875 shares	147,655	150,535

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Wells Fargo & Company	Common Stock, 14,400 shares	483,786	492,192
	West Pharmaceutical Svcs, Inc.	Common Stock, 5,400 shares	188,112	295,650
	Wex, Inc.	Common Stock, 4,000 shares	196,704	301,480
	Wiley (John) & Sons, Inc.	Common Stock, 4,075 shares	142,731	158,640
	Wolverine World Wide, Inc.	Common Stock, 5,300 shares	201,741	217,194
			$ 24,874,055	$ 30,343,485
	U.S. GOVERNMENT SECURITIES			
	Federal Home Loan Mortgage Corp	#3128S4RA7, 2-1-2038, 5.115%	$ 243,054	$ 246,067
	Federal Home Loan Mortgage Corp	#3128P7Q71, 6-1-2031, 4%	567,557	568,497
	Federal Home Loan Mortgage Corp	#31283H5J0, 1-1-2035, 5.5%	75,842	75,840
	Federal Home Loan Mortgage Corp	#31283H6C4, 12-01-2032, 6.5%	9,424	10,549
	Federal Home Loan Mortgage Corp	#31283H6D2, 12-01-2031, 6.5%	51,276	58,472
	Federal Home Loan Mortgage Corp	#3128M5B74, 9-1-2037, 6%	33,605	33,302
	Federal Home Loan Mortgage Corp	#3128M6FT0, 3-01-2038, 6.5%	113,793	122,135
	Federal Home Loan Mortgage Corp	#3128M7VA1, 6-1-2038, 6%	170,381	167,921
	Federal Home Loan Mortgage Corp	#3128M8AV6, 12-1-2039, 5.5%	154,957	154,327
	Federal Home Loan Mortgage Corp	#3128M86L3, 12-1-2038, 5.5%	558,020	551,110
	Federal Home Loan Mortgage Corp	#31283KSF6, 7-01-2017, 6.5%	14,753	15,080
	Federal Home Loan Mortgage Corp	#31283KWZ7, 8-01-2017, 6.5%	46,640	47,806
	Federal Home Loan Mortgage Corp	#3128M1RQ4, 10-01-2021, 6.0%	91,016	100,642
	Federal Home Loan Mortgage Corp	#3128MB5D5, 3-01-2023, 6.0%	106,404	114,863
	Federal Home Loan Mortgage Corp	#3128MDH71, 7-1-2026, 4.5%	249,424	248,974
	Federal Home Loan Mortgage Corp	#3128UNDW9, 11-01-2037, 6.5%	64,240	70,101
	Federal Home Loan Mortgage Corp	#3128M8T46, 11-1-2037, 6%	99,214	98,375
	Federal Home Loan Mortgage Corp	#3128M84R2, 3-1-2040, 6%	91,358	91,081
	Federal Home Loan Mortgage Corp	#3128M9BN1, 2-1-2040, 5.5%	57,382	56,789
	Federal Home Loan Mortgage Corp	#31283KG77, 5-01-2016, 6.5%	388	389
	Federal Home Loan Mortgage Corp	#3134013X7, 4-01-2017, 8.0%	881	1,032
	Federal National Mortgage Association	#3138EGM27, 8-1-2038, 5.139%	81,872	81,403
	Federal National Mortgage Association	#3138EG2L7, 1-1-2049, 6.5%	38,318	38,025
	Federal National Mortgage Association	#3138EJ6Z6, 1-1-2027, 4%	196,764	196,311
	Federal National Mortgage Association	#31398N2E3, 11-25-2040, 7%	347,257	352,786
	Federal National Mortgage Association	#31368HA86, 12-01-2019, 8.0%	589	630
	Federal National Mortgage Association	#31371NMW2, 11-01-2037, 6.5%	71,067	72,789
	Federal National Mortgage Association	#31371NN76, 12-01-2037, 6%	103,480	103,664
	Federal National Mortgage Association	#31381JJ52, 11-01-2015, 5.275%	36,217	39,954
	Federal National Mortgage Association	#31385JBZ0, 4-01-2032, 7.0%	66,768	73,633
	Federal National Mortgage Association	#31385W2S7, 3-01-2033, 6.0%	25,427	28,371
	Federal National Mortgage Association	#31402CTR3, 4-01-2018, 6.5%	24,342	24,701
	Federal National Mortgage Association	#31402CVT6, 7-01-2018, 6.5%	45,106	46,041
	Federal National Mortgage Association	#31402DL81, 7-01-2034, 7.0%	14,452	15,296
	Federal National Mortgage Association	#31402QT35, 10-01-2024, 6.5%	41,207	43,415
	Federal National Mortgage Association	#31402RAQ2, 12-01-2032, 6.5%	42,862	48,334
	Federal National Mortgage Association	#31402RAS8, 3-01-2035, 6.5%	60,716	67,821
	Federal National Mortgage Association	#31410FSC0, 11-01-2016, 5.549%	52,526	57,135
	Federal National Mortgage Association	#31410F6B6, 4-1-2037, 7%	219,828	230,172

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Federal National Mortgage Association	#31410F6C4, 3-01-2037, 7%	116,101	120,626
	Federal National Mortgage Association	#31410F6E0, 3-1-2037, 7%	105,279	109,087
	Federal National Mortgage Association	#31410GE90, 11-01-2035, 6.0%	94,728	106,653
	Federal National Mortgage Association	#31410GJS3, 4-01-2035, 6.0%	46,302	51,993
	Federal National Mortgage Association	#31410GZQ9, 1-01-2038, 6.5%	15,465	16,655
	Federal National Mortgage Association	#31410KXM1, 10-1-2038, 6.5%	128,503	129,374
	Federal National Mortgage Association	#31410US29, 8-01-2021, 6.0%	61,988	67,644
	Federal National Mortgage Association	#31413QPD4, 10-01-2037, 6.5%	108,991	117,328
	Federal National Mortgage Association	#31414J6B4, 10-01-2022, 6.0%	151,939	166,751
	Federal National Mortgage Association	#31418MEC2, 8-01-2039, 6.5%	90,683	93,492
	Federal National Mortgage Association	#31418MG30, 8-01-2037, 6.0%	274,091	290,357
	Federal National Mortgage Association	#31418MJW3, 1-01-2024, 5.5%	196,833	201,085
	Federal National Mortgage Association	#31419ADJ3, 4-01-2037, 5.5%	246,967	252,199
	Federal National Mortgage Association	#31419AQV2, 3-01-2024, 5.5%	90,078	90,374
	Federal National Mortgage Association	#31419AU47, 2-01-2038, 6%	127,616	127,870
	Federal National Mortgage Association	#31419A6M4, 1-1-2025, 5.5%	83,142	83,246
	Federal National Mortgage Association	#31393CEY5, 4-25-2043, 6.0%	50,070	55,600
	Federal National Mortgage Association	#31392JAC3, 7-25-2032, 7.0%	41,814	49,144
	Federal National Mortgage Association	#3139216F0, 9-25-2041, 7.0%	58,289	66,285
	Small Business Administration	#83162CNN9, 2-01-2024, 4.72%	23,603	25,882
	Small Business Administration	#83162CNA7, 6-01-2023, 4.07%	42,590	46,495
	Small Business Administration	#83162CQK2, 7-01-2026, 6.07%	57,821	63,350
	Small Business Administration	#83162CMZ3, 5-01-2023, 4.64%	51,091	56,397
	Small Business Administration	#83162CPU1, 9-01-2025, 4.76%	63,392	70,760
	Small Business Administration	#83162CQG1, 5-01-2026, 5.87%	58,941	68,359
	U.S. Treasury Notes	#912828RQ5, 11-15-2014, .375%	816,308	816,910
	U.S. Treasury Notes	#912828QW3, 7-31-2013, .375%	525,740	525,738
	U.S. Treasury Notes	#912828NU0, 8-15-2013, .75%	427,555	426,594
	U.S. Treasury Notes	#912828QE3, 4-30-2013, .625%	401,813	400,703
	U.S. Treasury Notes	#912828PB0, 10-15-2013, .5%	200,625	200,516
	U.S. Treasury Notes	#912828QZ6, 5-31-2013, .5%	400,876	400,641
	U.S. Treasury Notes	#912828TX8, 11-15-2015, .375%	1,400,223	1,401,313
			$ 10,827,870	$ 11,053,256
	MUTUAL AND COMMODITIES FUNDS			
	DFA Emerging Markets Value Fund	Mutual fund, 308,411 shares	$ 9,898,881	$ 9,202,993
	MFO Vanguard Institutional Index Fund	Mutual fund, 110,477 shares	14,600,489	14,419,556
*	Northern Trust Institutional Government Select Portfolio	Mutual fund, 11,928,113 shares	11,929,007	11,929,007
	PIMCO All Asset Fund	Mutual fund, 1,541,323 shares	19,102,199	19,389,850
	PIMCO Commodity Real Return Strategy Fund	Mutual fund, 1,968,386 shares	16,297,728	13,070,083
			$ 71,828,304	$ 68,011,489
	CORPORATE DEBT INSTRUMENTS			
	AIG, Inc.	#026874CA3, 9-15-2014, 4.25%	$ 29,834	$ 31,602
	AIG, Inc.	#026874BW6, 12-15-2020, 6.4%	58,766	62,040
	AIG, Inc.	#026874BT3, 8-15-2018, 8.25%	118,783	131,389

(continued)

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Ally Financial, Inc.	#02005NAF7, 2-11-2014, 4.5%	266,250	282,906
	AOL Time Warner, Inc.	#00184AAC9, 4-15-2031, 7.625%	222,679	282,220
	AOL Time Warner, Inc.	#00184AAG0, 5-1-2032, 7.7%	29,622	34,954
	BAC Capital Trust	#056335AA0, 5-23-2036, 6.625%	148,368	173,731
	Bank Of America N A	#06051GDZ9, 6-01-2019, 7.625%	178,308	198,334
	Bank Of America N A	#06050TKN1, 3-15-2017, 5.3%	129,870	146,212
	Bank One Capital	#06423KAA9, 9-01-2030, 8.75%	77,024	75,686
	Boston Properties LP	#10112RAR5, 11-15-2020, 5.625%	157,159	171,534
	Boston Properties LP	#10112RAF1, 4-15-2015, 5.625%	41,566	43,925
	Boston Scientific Corp.	#101137AG2, 6-15-2016, 6.4%	168,984	201,157
	Burlington Northern Santa Fe Corp.	#12189LAL5, 9-1-2022, 3.05%	24,895	25,836
	Burlington Northern Santa Fe Corp.	#12189TAW4, 1-15-2015, 4.875%	67,424	75,622
	Burlington Northern Santa Fe Corp.	#12189PAG7, 1-15-2021, 8.251%	74,469	75,235
	Burlington Northern Santa Fe Railway	#05565SAA2, 4-01-2024, 5.629%	47,623	55,575
	Capital One Financial Corp.	#14040HAR6, 9-15-2017, 6.75%	175,902	213,724
	Chase Issuance Trust	#161571FR0, 10-16-2017, 0.54%	205,034	204,819
	CIGNA Corp.	#125509AH2, 3-01-2023, 7.65%	22,675	25,955
	CIGNA Corp.	#125509AZ2, 5-15-2027, 7.875%	67,889	79,240
	CIGNA Corp.	#125509BL2, 5-1-2019, 8.5%	32,050	32,876
	CIGNA Corp.	#125509BE8, 1-15-2033, 8.3%	116,174	123,730
	Citigroup Corp.	#172967EM9, 11-21-2017, 6.125%	136,495	154,720
	Citigroup Corp.	#172967ET4, 5-15-2018, 2.01%	183,139	191,481
	Comcast Corp.	#20030NAJ0, 11-15-2015, 5.85%	38,353	45,528
	Comcast Corp.	#20030NAL5, 3-15-2016, 5.9%	49,934	57,447
	Comcast Corp.	#20030NAU5, 11-15-2017, 6.3%	24,980	30,669
	Comcast Corp.	#20030NAP6, 1-15-2017, 6.5%	49,878	60,302
	Covidien International Finance SA	#22303QAG5, 10-15-2017, 5.5%	60,182	72,676
	Cox Communications, Inc.	#224044BU0, 1-15-2019, 9.375%	232,121	274,992
	CSX Transportation, Inc.	#126410LM9, 1-15-2023, 6.251%	39,936	48,323
	CSX Transportation, Inc.	#126410LN7, 10-15-2014, 8.375%	20,987	23,296
	Dillards, Inc.	#254067AN1, 12-01-2028, 7.0%	129,413	146,088
	Dow Chemical Co.	#260543BJ1, 11-01-2029, 7.375%	119,401	139,102
	Dow Chemical Co.	#260543BX0, 5-15-2019, 8.55%	108,804	133,658
	Enel Finance International N.V.	#29268BAF8, 10-7-2039, 6%	94,890	96,835
	ERP Operating LP	#26884AAZ6, 12-15-2021, 4.625%	53,487	56,321
	Federal Express Corp.	#31331FAX9, 1-15-2022, 6.72%	57,765	60,733
	Federated Department Stores, Inc.	#31410HAQ4, 4-01-2029, 6.9%	173,421	211,142
	FedEx Corp.	#31428XAQ9, 1-15-2014, 7.375%	25,000	26,715
	Ford Motor Co.	#345397VQ3, 9-15-2015, 5.625%	124,333	136,879
	Ford Motor Co.	#345397VM2, 1-15-2020, 8.125%	207,344	224,241
	General Electric Capital Corp.	#36962G4Y7, 1-7-2021, 4.625%	26,110	28,357
	General Electric Capital Corp.	#36962G4J0, 1-08-2020, 5.5%	171,118	195,312
	General Electric Capital Corp.	#36962G5J9, 10-17-2021, 4.65%	81,896	85,578
	HCA, Inc.	#404119AL3, 3-15-2014, 5.75%	99,540	104,500
	HCA, Inc.	#404119AR0, 2-15-2016, 6.5%	175,344	190,313
	HCA, Inc.	#404119AH2, 7-15-2013, 6.75%	123,433	128,125
	Healthnet, Inc.	#422248AA2, 6-01-2017, 6.375%	52,440	58,369

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Hewlett-Packard Company	#428236BU6, 12-9-2016, 3.3%	74,843	76,342
	HSBC Holdings PLC	#404280AG4, 5-02-2036, 6.5%	39,938	49,975
	HSBC Holdings PLC	#404280AH2, 9-15-2037, 6.5%	124,157	156,024
	HSBC Holdings PLC	#404280AK5, 4-5-2021, 5.1%	77,844	88,566
	JP Morgan Chase	#46625HJC5, 8-15-2021, 4.35%	51,636	55,912
	JP Morgan Chase	#46625HHQ6, 3-25-2020, 4.95%	81,041	86,993
	Kaupthing Bank	#48632HAA5, 5-19-2016, 7.125%	145,791	-
	Lafarge Coppee S A	#505861AB0, 7-15-2016, 6.5%	134,433	145,275
	Lafarge Coppee S A	#505861AD6, 7-09-2015, 5.5%	100,832	108,000
	Legg Mason, Inc.	#524901AQ8, 5-21-2019, 5.5%	98,961	107,806
	Liberty Media Corp.	#530715AJ0, 2-01-2030, 8.25%	13,749	15,260
	Liberty Media Corp.	#530715AD3, 7-15-2029, 8.5%	25,933	29,228
	May Dept Stores Co.	#577778CB7, 7-15-2024, 6.65%	14,250	31,005
	May Dept Stores Co.	#577778CE1, 7-15-2034, 6.7%	54,178	65,419
	May Dept Stores Co.	#577778BH5, 9-15-2028, 6.7%	13,250	29,064
	News America, Inc.	#652482BL3, 12-15-2035, 6.4%	29,266	31,034
	News America, Inc.	#652482BQ2, 11-15-2037, 6.65%	56,088	64,610
	Nordstrom, Inc.	#655664AH3, 3-15-2028, 6.95%	63,366	72,419
	Petrobras International Finance	#71645WAR2, 1-27-2021, 6.95%	109,082	112,582
	Reed Elsevier Capital	#758202AG0, 1-15-2019, 8.625%	122,043	148,280
	Royal Bank of Scotland	#78009PCC3, 3-16-2016, 4.375%	49,903	54,101
	Royal Bank of Scotland	#78010XAK7, 1-11-2021, 6.125%	124,356	151,022
	Royal Bank of Scotland	#780099CE5, 12-15-2022, 6.125%	89,931	94,993
	SLM Corp.	#78447BAB8,10-15-2046, 3.336%	149,981	159,128
	SLM Corp.	#78442FEM6, 1-25-2017, 6%	103,655	113,663
	SLM Corp.	#78442FEH7, 6-15-2018, 8.45%	81,845	99,450
	Sprint Capital Corp.	#852060AG7, 5-01-2019, 6.9%	21,250	27,250
	Sprint Nextel Corp.	#852061AD2, 12-01-2016, 6.0%	135,659	163,125
	St. Paul Travelers Cos., Inc.	#792860AJ7, 6-20-2016, 6.25%	44,840	52,893
	Telecom Italia	#87927VAL2, 9-30-2014, 4.95%	48,012	52,200
	Telecom Italia	#87927VAW8, 6-18-2014, 6.175%	74,656	79,050
	Telecom Italia	#87927VAU2, 6-4-2018, 6.999%	25,822	28,575
	TI Capital	#872456AA6, 6-18-2019, 7.175%	107,025	116,050
	Time Warner Cable, Inc.	#88732JAS7, 4-01-2019, 8.25%	42,626	53,229
	Time Warner Cable, Inc.	#88732JAP3, 2-14-2019, 8.75%	203,333	236,103
	Travelers Cos., Inc.	#89417EAC3, 12-15-2017, 5.75%	44,880	54,652
	Turlock Corp	#900212AG6, 11-2-2017, 1.5%	24,973	25,051
	Turlock Corp	#900212AH4, 11-2-2022, 2.75%	49,832	49,846
	Union Pacific Corp.	#907833AE7, 2-23-2019, 6.7%	10,613	11,710
	Union Pacific Railroad Co.	#90783SAA0, 1-02-2024, 4.698%	58,955	65,704
	Union Pacific Railroad Co.	#90783VAA3, 1-02-2029, 5.082%	69,966	80,623
	Union Pacific Railroad Co.	#90783WAA1, 7-02-2030, 5.866%	46,065	55,414
	Unum Corp.	#903192AA0, 12-15-2028, 6.75%	23,655	30,226
	Unumprovident Finance Co. PLC	#91529MAA0, 11-15-2015, 6.85%	19,324	22,628
	Vulcan Materials Company	#929160AQ2, 12-1-2016, 6.5%	25,000	27,563
	Vulcan Materials Company	#929160AR0, 6-15-2021, 7.5%	74,938	85,500
	Wachovia Corp.	#92976WBH8, 2-01-2018, 5.75%	34,850	41,931

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Wellpoint, Inc.	#94973VAG2, 12-15-2014, 5.0%	46,940	54,003
	Wellpoint, Inc.	#94973VAK3, 1-15-2016, 5.25%	116,383	133,726
	Wells Fargo & Co.	#949746NX5, 12-11-2017, 5.625%	49,792	59,635
	Xerox Corp.	#984121CA9, 12-15-2019, 5.625%	28,277	27,932
	Xerox Corp.	#984121BP7, 3-15-2016, 6.4%	211,190	259,180
	Xerox Corp.	#984121BY8, 5-15-2014, 8.25%	24,996	27,270
			$ 8,815,286	$ 9,797,222
	MUNICIPAL BONDS			
	California State	#13063A7D0, 10-01-2039, 7.3%	$ 89,146	$ 124,716
	California State	#13063A5E0, 4-01-2034, 5.65%	329,859	450,808
	California State	#13063A5G5, 4-01-2039, 7.55%	89,818	129,148
	Illinois State	#452152HT1, 3-1-2018, 5.665%	51,438	56,824
	Illinois State	#452152HR5, 3-1-2016, 4.961%	158,018	164,108
	Illinois State	#452152HS3, 3-1-2017, 5.365%	124,963	139,995
	Los Angeles California School District	#544646ZR6, 7-01-2034, 6.758%	100,000	132,311
	New Jersey Turnpike Authority	#646139X83, 1-01-2041, 7.102%	109,030	141,805
			$ 1,052,272	$ 1,339,714
	HEDGE FUND OF FUNDS			
	Permal Fixed Income Holdings N.V.	Hedge Fund of Funds, 13,268 shares	$ 17,075,286	$ 17,830,192
			$ 17,075,286	$ 17,830,192
	REAL ESTATE FUND			
	Wesport Capital Real Estate III	Partnerships, 985,000 shares	$ 985,000	$ 976,902
			$ 985,000	$ 976,902
	Total investments		$195,573,947	$209,065,014

* Represents or includes a party in-interest.

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	$16,000,000	$ -	$ -	$ -	$ 16,000,000	$ 16,000,000	$ -
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	11,600,000	-	-	-	11,600,000	11,600,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	14,500,000	-	-	-	14,500,000	14,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	12,309,134	-	-	-	12,309,134	12,309,134	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	13,125,136	-	-	-	13,125,136	13,125,136	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	14,500,000	-	-	14,500,000	14,500,000	-

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	13,500,000	-	-	13,500,000	13,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	17,500,000	-	-	17,500,000	17,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	12,500,000	-	-	-	12,500,000	12,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	16,125,136	-	-	16,125,136	16,125,136	-

Notes:

1. Transactions included herein represent transactions or a series of transactions in securities of the same issue or with respect to the same issuer in excess of 5% of the quoted market value of Plan assets at the beginning of the year.
2. This schedule incorporates all disclosures required by the Department of Labor for assets purchased and sold within the Plan year.

*****Represents or includes a party-in-interest transaction.

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	COMMON COLLECTIVE TRUST FUNDS			
	Baring International Group Trust F Fixed Income Fund	103-12 investment entity, 41,400 shares	$ 7,673,561	$ 14,583,273
	Mellon EB Daily Valued Global Alpha II Fund	Common collective trust fund, 99,901 shares	13,003,517	12,932,215
	Mercator International Fund Collective Fund	103-12 investment entity, 462,388 shares	9,340,678	9,829,165
	MFB Northern Trust Collective Russell 1000 Value Index Fund	Common collective trust fund, 17,824 shares	16,000,000	15,803,950
	SSGA International Alpha Select Fund Collective Fund	Common collective trust fund, 807,088 shares	9,098,118	10,335,578
	SSGA Small Cap Index Fund Collective Fund	Common collective trust fund, 671,834 shares	5,000,000	6,228,573
			$ 60,115,874	$ 69,712,754
	COMMON AND PREFERRED STOCKS			
	Abbott Laboratories	Common Stock, 10,300 shares	$ 522,487	$ 674,650
	Accenture	Common Stock, 3,600 shares	174,427	239,400
	Allergan, Inc.	Common Stock, 5,700 shares	388,912	522,861
	American Science & Engr, Inc.	Common Stock, 2,500 shares	210,464	163,025
	American States Water Co.	Common Stock, 2,400 shares	85,003	115,152
	AmerisourceBergen Corp.	Common Stock, 8,200 shares	323,169	354,076
	Apogee Enterprises, Inc.	Common Stock, 6,900 shares	80,779	165,393
	Apple, Inc.	Common Stock, 1,143 shares	364,999	609,253
	Bank Hawaii Corp.	Common Stock, 6,850 shares	281,766	301,743
	Bed Bath & Beyond, Inc.	Common Stock, 3,900 shares	215,752	218,049
	Biogen Idec, Inc.	Common Stock, 1,130 shares	159,526	165,737
	BioMed Realty Trust, Inc.	Common Stock, 4,100 shares	79,392	79,253
	Blackbaud, Inc.	Common Stock, 4,950 shares	83,330	113,009
	Bottomline Technologies, Inc.	Common Stock, 5,500 shares	124,146	145,145
	Bruker Corp.	Common Stock, 14,300 shares	215,783	218,361
	Calgon Carbon Corp.	Common Stock, 8,900 shares	142,126	126,202
	Cameron International Corp.	Common Stock, 7,700 shares	347,951	434,742
	Cantel Medical Corp.	Common Stock, 4,425 shares	57,258	131,555
	Carbo Ceramics, Inc.	Common Stock, 3,325 shares	208,713	260,481
	Citigroup Capital XIII	Preferred Stock, 5,400 shares	140,168	150,660
	CLARCOR, Inc.	Common Stock, 5,900 shares	187,388	281,902
	Coca Cola Co.	Common Stock, 18,500 shares	481,101	670,625
	Cohen & Steers, Inc.	Common Stock, 6,150 shares	204,285	187,391
	Coherent, Inc.	Common Stock, 2,130 shares	51,664	107,821
	Colgate-Palmolive Co.	Common Stock, 4,900 shares	418,184	512,246
	Columbia Sportswear Co.	Common Stock, 2,750 shares	155,646	146,740
	Commercial Metals Co.	Common Stock, 11,375 shares	175,941	169,033
	Commvault Systems, Inc.	Common Stock, 2,800 shares	74,914	195,188
	Computer Programs & System, Inc.	Common Stock, 2,655 shares	124,932	133,653

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	CoreSite Realty Corp.	Common Stock, 6,000 shares	160,298	165,960
	Corporate Office Properties Trust	Common Stock, 3,200 shares	97,641	79,936
	Costco Wholesale Corp.	Common Stock, 4,800 shares	321,188	474,096
	Darling International, Inc.	Common Stock, 6,825 shares	104,082	109,473
	Dime Community Bancshares, Inc.	Common Stock, 7,799 shares	76,474	108,328
	Dorman Products, Inc.	Common Stock, 4,000 shares	99,954	141,360
	Dupont Fabros Tech, Inc.	Common Stock, 10,300 shares	249,114	248,848
	East West Bancorp, Inc.	Common Stock, 10,850 shares	192,693	233,167
	Ebay, Inc.	Common Stock, 6,700 shares	252,741	341,834
	EMC Corp.	Common Stock, 5,600 shares	145,989	141,680
	Esco Technologies, Inc.	Common Stock, 3,100 shares	121,033	115,971
	Express Scripts Holding Co.	Common Stock, 8,653 shares	496,985	467,262
	Financial Engines, Inc.	Common Stock, 6,400 shares	146,296	177,600
	First Financial Bankshares, Inc.	Common Stock, 2,900 shares	107,101	113,129
	Franklin Electric Co., Inc.	Common Stock, 2,625 shares	149,288	163,196
	Fresh Market, Inc.	Common Stock, 2,575 shares	105,247	123,832
	General Electric Co.	Common Stock, 28,000 shares	528,312	587,720
	Genesee & Wyoming, Inc.	Common Stock, 3,150 shares	99,616	239,652
	Gentherm Incorporated	Common Stock, 7,000 shares	104,934	93,100
	Geospace Technologies Corp.	Common Stock, 2,250 shares	108,282	199,958
	Google, Inc.	Common Stock, 465 shares	242,643	329,857
	Hain Celestial Group, Inc.	Common Stock, 1,175 shares	22,246	63,709
	Hibbett Sports, Inc.	Common Stock, 3,300 shares	65,478	173,910
	Hub Group, Inc.	Common Stock, 4,200 shares	150,897	141,120
	ICU Medical, Inc.	Common Stock, 3,550 shares	139,756	216,302
	II - VI, Inc.	Common Stock, 6,600 shares	141,411	120,582
	Independent Bank Corp.	Common Stock, 4,800 shares	100,447	138,960
	Interdigital, Inc.	Common Stock, 3,400 shares	183,119	139,740
	IPG Photonics Corp.	Common Stock, 3,475 shares	151,963	231,609
	iRobot Corporation	Common Stock, 6,750 shares	173,085	126,495
	J2 Global, Inc.	Common Stock, 5,075 shares	112,669	155,194
	Johnson Controls, Inc.	Common Stock, 4,866 shares	135,509	149,386
	Juniper Networks, Inc.	Common Stock, 18,900 shares	348,211	371,763
	Kraton Performance Polymers, Inc.	Common Stock, 2,900 shares	64,423	69,687
	Landauer, Inc.	Common Stock, 1,275 shares	75,106	78,043
	Las Vegas Sands Corp.	Common Stock, 3,000 shares	160,977	138,480
	Life Time Fitness, Inc.	Common Stock, 3,100 shares	123,998	152,551
	Lifeway Foods, Inc.	Common Stock, 260 shares	3,036	2,272
	Lindsay Corp.	Common Stock, 3,000 shares	119,181	240,360
	Liquidity Services, Inc.	Common Stock, 4,075 shares	57,114	166,505
	Lufkin Industries, Inc.	Common Stock, 5,700 shares	420,078	331,341
	MarketAxess Holdings, Inc.	Common Stock, 7,300 shares	204,228	257,690
	McDonalds Corp.	Common Stock, 2,700 shares	178,001	238,167
	Men's Wearhouse, Inc.	Common Stock, 5,600 shares	166,175	174,496
	Meridian Bioscience, Inc.	Common Stock, 7,335 shares	146,496	148,534
	Microstrategy, Inc.	Common Stock, 1,175 shares	144,253	109,722
	Middleby Corp.	Common Stock, 2,200 shares	124,382	282,062

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Miller Herman, Inc.	Common Stock, 2,900 shares	45,620	62,118
	Minerals Technologies, Inc.	Common Stock, 4,500 shares	99,122	179,640
	Mondelez International, Inc.	Common Stock, 20,700 shares	457,296	527,229
	Monsanto Company	Common Stock, 6,500 shares	452,584	615,225
	Myriad Genetics, Inc.	Common Stock, 6,700 shares	164,304	182,575
	Natural Gas Services Group	Common Stock, 3,950 shares	72,979	64,859
	Neogen Corp.	Common Stock, 2,525 shares	67,310	114,433
	New Jersey Resources Corp.	Common Stock, 5,600 shares	194,868	221,872
	NIC, Inc.	Common Stock, 8,000 shares	78,391	130,720
	Nike, Inc.	Common Stock, 4,000 shares	126,772	206,400
	Occidental Petroleum Corp.	Common Stock, 4,000 shares	310,593	306,440
	Oracle Corp.	Common Stock, 16,400 shares	500,158	546,448
	Pepsico, Inc.	Common Stock, 5,300 shares	303,834	362,679
	Philip Morris International, Inc.	Common Stock, 6,900 shares	619,413	577,116
	Plantronics, Inc.	Common Stock, 8,100 shares	174,048	298,647
	Polycom, Inc.	Common Stock, 18,775 shares	203,129	196,387
	Power Integrations, Inc.	Common Stock, 6,500 shares	165,424	218,465
	Procter & Gamble Co.	Common Stock, 5,910 shares	367,462	401,230
	Quaker Chemical Corp.	Common Stock, 3,870 shares	72,208	208,438
	Qualcomm, Inc.	Common Stock, 11,100 shares	497,278	688,422
	Quality Systems, Inc.	Common Stock, 8,400 shares	233,148	145,824
	RPC, Inc.	Common Stock, 9,837 shares	112,126	120,405
	Sapient Corporation	Common Stock, 19,400 shares	230,996	204,864
	Schlumberger Ltd.	Common Stock, 3,500 shares	212,007	242,515
	Select Comfort Corp.	Common Stock, 8,125 shares	134,396	212,631
	Signature Bank	Common Stock, 4,175 shares	139,839	297,845
	Simpson Manufacturing Co.	Common Stock, 3,800 shares	84,264	124,602
	Sodastream International Ltd.	Common Stock, 4,900 shares	196,845	219,961
	South Jersey Industries, Inc.	Common Stock, 2,825 shares	105,595	142,182
	Starbucks Corp.	Common Stock, 7,100 shares	362,389	380,702
	Stryker Corp.	Common Stock, 6,400 shares	329,255	350,848
	SVB Financial Group	Common Stock, 4,100 shares	240,575	229,477
	Syntel, Inc.	Common Stock, 1,900 shares	116,812	101,821
	Team, Inc.	Common Stock, 6,500 shares	132,563	247,260
	Techne Corp.	Common Stock, 2,200 shares	153,253	150,348
	Thoratec Corp.	Common Stock, 5,800 shares	198,375	217,616
	Texas Capital Bancshares, Inc.	Common Stock, 4,600 shares	116,976	206,172
	TJX Companies, Inc.	Common Stock, 4,800 shares	98,545	203,760
	UMB Financial Corp.	Common Stock, 5,050 shares	197,755	221,392
	Umpqua Holdings Corp.	Common Stock, 18,800 shares	201,300	221,652
	Unilever N.V.	Common Stock, 8,700 shares	289,226	333,210
	United Natural Foods, Inc.	Common Stock, 4,000 shares	106,569	214,360
	United Parcel Service, Inc.	Common Stock, 5,000 shares	350,786	368,650
	Visa, Inc.	Common Stock, 2,990 shares	274,527	453,224
	Vitamin Shoppe, Inc.	Common Stock, 2,600 shares	114,482	149,136
	Watts Water Tech, Inc.	Common Stock, 4,420 shares	105,574	190,016
	Weight Watchers International, Inc.	Common Stock, 2,875 shares	147,655	150,535

(continued)

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Wells Fargo & Company	Common Stock, 14,400 shares	483,786	492,192
	West Pharmaceutical Svcs, Inc.	Common Stock, 5,400 shares	188,112	295,650
	Wex, Inc.	Common Stock, 4,000 shares	196,704	301,480
	Wiley (John) & Sons, Inc.	Common Stock, 4,075 shares	142,731	158,640
	Wolverine World Wide, Inc.	Common Stock, 5,300 shares	201,741	217,194
			$ 24,874,055	$ 30,343,485
	U.S. GOVERNMENT SECURITIES			
	Federal Home Loan Mortgage Corp	#3128S4RA7, 2-1-2038, 5.115%	$ 243,054	$ 246,067
	Federal Home Loan Mortgage Corp	#3128P7Q71, 6-1-2031, 4%	567,557	568,497
	Federal Home Loan Mortgage Corp	#31283H5J0, 1-1-2035, 5.5%	75,842	75,840
	Federal Home Loan Mortgage Corp	#31283H6C4, 12-01-2032, 6.5%	9,424	10,549
	Federal Home Loan Mortgage Corp	#31283H6D2, 12-01-2031, 6.5%	51,276	58,472
	Federal Home Loan Mortgage Corp	#3128M5B74, 9-1-2037, 6%	33,605	33,302
	Federal Home Loan Mortgage Corp	#3128M6FT0, 3-01-2038, 6.5%	113,793	122,135
	Federal Home Loan Mortgage Corp	#3128M7VA1, 6-1-2038, 6%	170,381	167,921
	Federal Home Loan Mortgage Corp	#3128M8AV6, 12-1-2039, 5.5%	154,957	154,327
	Federal Home Loan Mortgage Corp	#3128M86L3, 12-1-2038, 5.5%	558,020	551,110
	Federal Home Loan Mortgage Corp	#31283KSF6, 7-01-2017, 6.5%	14,753	15,080
	Federal Home Loan Mortgage Corp	#31283KWZ7, 8-01-2017, 6.5%	46,640	47,806
	Federal Home Loan Mortgage Corp	#3128M1RQ4, 10-01-2021, 6.0%	91,016	100,642
	Federal Home Loan Mortgage Corp	#3128MB5D5, 3-01-2023, 6.0%	106,404	114,863
	Federal Home Loan Mortgage Corp	#3128MDH71, 7-1-2026, 4.5%	249,424	248,974
	Federal Home Loan Mortgage Corp	#3128UNDW9, 11-01-2037, 6.5%	64,240	70,101
	Federal Home Loan Mortgage Corp	#3128M8T46, 11-1-2037, 6%	99,214	98,375
	Federal Home Loan Mortgage Corp	#3128M84R2, 3-1-2040, 6%	91,358	91,081
	Federal Home Loan Mortgage Corp	#3128M9BN1, 2-1-2040, 5.5%	57,382	56,789
	Federal Home Loan Mortgage Corp	#31283KG77, 5-01-2016, 6.5%	388	389
	Federal Home Loan Mortgage Corp	#3134013X7, 4-01-2017, 8.0%	881	1,032
	Federal National Mortgage Association	#3138EGM27, 8-1-2038, 5.139%	81,872	81,403
	Federal National Mortgage Association	#3138EG2L7, 1-1-2049, 6.5%	38,318	38,025
	Federal National Mortgage Association	#3138EJ6Z6, 1-1-2027, 4%	196,764	196,311
	Federal National Mortgage Association	#31398N2E3, 11-25-2040, 7%	347,257	352,786
	Federal National Mortgage Association	#31368HA86, 12-01-2019, 8.0%	589	630
	Federal National Mortgage Association	#31371NMW2, 11-01-2037, 6.5%	71,067	72,789
	Federal National Mortgage Association	#31371NN76, 12-01-2037, 6%	103,480	103,664
	Federal National Mortgage Association	#31381JJ52, 11-01-2015, 5.275%	36,217	39,954
	Federal National Mortgage Association	#31385JBZ0, 4-01-2032, 7.0%	66,768	73,633
	Federal National Mortgage Association	#31385W2S7, 3-01-2033, 6.0%	25,427	28,371
	Federal National Mortgage Association	#31402CTR3, 4-01-2018, 6.5%	24,342	24,701
	Federal National Mortgage Association	#31402CVT6, 7-01-2018, 6.5%	45,106	46,041
	Federal National Mortgage Association	#31402DL81, 7-01-2034, 7.0%	14,452	15,296
	Federal National Mortgage Association	#31402QT35, 10-01-2024, 6.5%	41,207	43,415
	Federal National Mortgage Association	#31402RAQ2, 12-01-2032, 6.5%	42,862	48,334
	Federal National Mortgage Association	#31402RAS8, 3-01-2035, 6.5%	60,716	67,821
	Federal National Mortgage Association	#31410FSC0, 11-01-2016, 5.549%	52,526	57,135
	Federal National Mortgage Association	#31410F6B6, 4-1-2037, 7%	219,828	230,172

(continued)

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Federal National Mortgage Association	#31410F6C4, 3-01-2037, 7%	116,101	120,626
	Federal National Mortgage Association	#31410F6E0, 3-1-2037, 7%	105,279	109,087
	Federal National Mortgage Association	#31410GE90, 11-01-2035, 6.0%	94,728	106,653
	Federal National Mortgage Association	#31410GJS3, 4-01-2035, 6.0%	46,302	51,993
	Federal National Mortgage Association	#31410GZQ9, 1-01-2038, 6.5%	15,465	16,655
	Federal National Mortgage Association	#31410KXM1, 10-1-2038, 6.5%	128,503	129,374
	Federal National Mortgage Association	#31410US29, 8-01-2021, 6.0%	61,988	67,644
	Federal National Mortgage Association	#31413QPD4, 10-01-2037, 6.5%	108,991	117,328
	Federal National Mortgage Association	#31414J6B4, 10-01-2022, 6.0%	151,939	166,751
	Federal National Mortgage Association	#31418MEC2, 8-01-2039, 6.5%	90,683	93,492
	Federal National Mortgage Association	#31418MG30, 8-01-2037, 6.0%	274,091	290,357
	Federal National Mortgage Association	#31418MJW3, 1-01-2024, 5.5%	196,833	201,085
	Federal National Mortgage Association	#31419ADJ3, 4-01-2037, 5.5%	246,967	252,199
	Federal National Mortgage Association	#31419AQV2, 3-01-2024, 5.5%	90,078	90,374
	Federal National Mortgage Association	#31419AU47, 2-01-2038, 6%	127,616	127,870
	Federal National Mortgage Association	#31419A6M4, 1-1-2025, 5.5%	83,142	83,246
	Federal National Mortgage Association	#31393CEY5, 4-25-2043, 6.0%	50,070	55,600
	Federal National Mortgage Association	#31392JAC3, 7-25-2032, 7.0%	41,814	49,144
	Federal National Mortgage Association	#3139216F0, 9-25-2041, 7.0%	58,289	66,285
	Small Business Administration	#83162CNN9, 2-01-2024, 4.72%	23,603	25,882
	Small Business Administration	#83162CNA7, 6-01-2023, 4.07%	42,590	46,495
	Small Business Administration	#83162CQK2, 7-01-2026, 6.07%	57,821	63,350
	Small Business Administration	#83162CMZ3, 5-01-2023, 4.64%	51,091	56,397
	Small Business Administration	#83162CPU1, 9-01-2025, 4.76%	63,392	70,760
	Small Business Administration	#83162CQG1, 5-01-2026, 5.87%	58,941	68,359
	U.S. Treasury Notes	#912828RQ5, 11-15-2014, .375%	816,308	816,910
	U.S. Treasury Notes	#912828QW3, 7-31-2013, .375%	525,740	525,738
	U.S. Treasury Notes	#912828NU0, 8-15-2013, .75%	427,555	426,594
	U.S. Treasury Notes	#912828QE3, 4-30-2013, .625%	401,813	400,703
	U.S. Treasury Notes	#912828PB0, 10-15-2013, .5%	200,625	200,516
	U.S. Treasury Notes	#912828QZ6, 5-31-2013, .5%	400,876	400,641
	U.S. Treasury Notes	#912828TX8, 11-15-2015, .375%	1,400,223	1,401,313
			$ 10,827,870	$ 11,053,256
	MUTUAL AND COMMODITIES FUNDS			
	DFA Emerging Markets Value Fund	Mutual fund, 308,411 shares	$ 9,898,881	$ 9,202,993
	MFO Vanguard Institutional Index Fund	Mutual fund, 110,477 shares	14,600,489	14,419,556
*	Northern Trust Institutional Government Select Portfolio	Mutual fund, 11,928,113 shares	11,929,007	11,929,007
	PIMCO All Asset Fund	Mutual fund, 1,541,323 shares	19,102,199	19,389,850
	PIMCO Commodity Real Return Strategy Fund	Mutual fund, 1,968,386 shares	16,297,728	13,070,083
			$ 71,828,304	$ 68,011,489
	CORPORATE DEBT INSTRUMENTS			
	AIG, Inc.	#026874CA3, 9-15-2014, 4.25%	$ 29,834	$ 31,602
	AIG, Inc.	#026874BW6, 12-15-2020, 6.4%	58,766	62,040
	AIG, Inc.	#026874BT3, 8-15-2018, 8.25%	118,783	131,389

(continued)

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Ally Financial, Inc.	#02005NAF7, 2-11-2014, 4.5%	266,250	282,906
	AOL Time Warner, Inc.	#00184AAC9, 4-15-2031, 7.625%	222,679	282,220
	AOL Time Warner, Inc.	#00184AAG0, 5-1-2032, 7.7%	29,622	34,954
	BAC Capital Trust	#056335AA0, 5-23-2036, 6.625%	148,368	173,731
	Bank Of America N A	#06051GDZ9, 6-01-2019, 7.625%	178,308	198,334
	Bank Of America N A	#06050TKN1, 3-15-2017, 5.3%	129,870	146,212
	Bank One Capital	#06423KAA9, 9-01-2030, 8.75%	77,024	75,686
	Boston Properties LP	#10112RAR5, 11-15-2020, 5.625%	157,159	171,534
	Boston Properties LP	#10112RAF1, 4-15-2015, 5.625%	41,566	43,925
	Boston Scientific Corp.	#101137AG2, 6-15-2016, 6.4%	168,984	201,157
	Burlington Northern Santa Fe Corp.	#12189LAL5, 9-1-2022, 3.05%	24,895	25,836
	Burlington Northern Santa Fe Corp.	#12189TAW4, 1-15-2015, 4.875%	67,424	75,622
	Burlington Northern Santa Fe Corp.	#12189PAG7, 1-15-2021, 8.251%	74,469	75,235
	Burlington Northern Santa Fe Railway	#05565SAA2, 4-01-2024, 5.629%	47,623	55,575
	Capital One Financial Corp.	#14040HAR6, 9-15-2017, 6.75%	175,902	213,724
	Chase Issuance Trust	#161571FR0, 10-16-2017, 0.54%	205,034	204,819
	CIGNA Corp.	#125509AH2, 3-01-2023, 7.65%	22,675	25,955
	CIGNA Corp.	#125509AZ2, 5-15-2027, 7.875%	67,889	79,240
	CIGNA Corp.	#125509BL2, 5-1-2019, 8.5%	32,050	32,876
	CIGNA Corp.	#125509BE8, 1-15-2033, 8.3%	116,174	123,730
	Citigroup Corp.	#172967EM9, 11-21-2017, 6.125%	136,495	154,720
	Citigroup Corp.	#172967ET4, 5-15-2018, 2.01%	183,139	191,481
	Comcast Corp.	#20030NAJ0, 11-15-2015, 5.85%	38,353	45,528
	Comcast Corp.	#20030NAL5, 3-15-2016, 5.9%	49,934	57,447
	Comcast Corp.	#20030NAU5, 11-15-2017, 6.3%	24,980	30,669
	Comcast Corp.	#20030NAP6, 1-15-2017, 6.5%	49,878	60,302
	Covidien International Finance SA	#22303QAG5, 10-15-2017, 5.5%	60,182	72,676
	Cox Communications, Inc.	#224044BU0, 1-15-2019, 9.375%	232,121	274,992
	CSX Transportation, Inc.	#126410LM9, 1-15-2023, 6.251%	39,936	48,323
	CSX Transportation, Inc.	#126410LN7, 10-15-2014, 8.375%	20,987	23,296
	Dillards, Inc.	#254067AN1, 12-01-2028, 7.0%	129,413	146,088
	Dow Chemical Co.	#260543BJ1, 11-01-2029, 7.375%	119,401	139,102
	Dow Chemical Co.	#260543BX0, 5-15-2019, 8.55%	108,804	133,658
	Enel Finance International N.V.	#29268BAF8, 10-7-2039, 6%	94,890	96,835
	ERP Operating LP	#26884AAZ6, 12-15-2021, 4.625%	53,487	56,321
	Federal Express Corp.	#31331FAX9, 1-15-2022, 6.72%	57,765	60,733
	Federated Department Stores, Inc.	#31410HAQ4, 4-01-2029, 6.9%	173,421	211,142
	FedEx Corp.	#31428XAQ9, 1-15-2014, 7.375%	25,000	26,715
	Ford Motor Co.	#345397VQ3, 9-15-2015, 5.625%	124,333	136,879
	Ford Motor Co.	#345397VM2, 1-15-2020, 8.125%	207,344	224,241
	General Electric Capital Corp.	#36962G4Y7, 1-7-2021, 4.625%	26,110	28,357
	General Electric Capital Corp.	#36962G4J0, 1-08-2020, 5.5%	171,118	195,312
	General Electric Capital Corp.	#36962G5J9, 10-17-2021, 4.65%	81,896	85,578
	HCA, Inc.	#404119AL3, 3-15-2014, 5.75%	99,540	104,500
	HCA, Inc.	#404119AR0, 2-15-2016, 6.5%	175,344	190,313
	HCA, Inc.	#404119AH2, 7-15-2013, 6.75%	123,433	128,125
	Healthnet, Inc.	#422248AA2, 6-01-2017, 6.375%	52,440	58,369

(continued)

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JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Hewlett-Packard Company	#428236BU6, 12-9-2016, 3.3%	74,843	76,342
	HSBC Holdings PLC	#404280AG4, 5-02-2036, 6.5%	39,938	49,975
	HSBC Holdings PLC	#404280AH2, 9-15-2037, 6.5%	124,157	156,024
	HSBC Holdings PLC	#404280AK5, 4-5-2021, 5.1%	77,844	88,566
	JP Morgan Chase	#46625HJC5, 8-15-2021, 4.35%	51,636	55,912
	JP Morgan Chase	#46625HHQ6, 3-25-2020, 4.95%	81,041	86,993
	Kaupthing Bank	#48632HAA5, 5-19-2016, 7.125%	145,791	-
	Lafarge Coppee S A	#505861AB0, 7-15-2016, 6.5%	134,433	145,275
	Lafarge Coppee S A	#505861AD6, 7-09-2015, 5.5%	100,832	108,000
	Legg Mason, Inc.	#524901AQ8, 5-21-2019, 5.5%	98,961	107,806
	Liberty Media Corp.	#530715AJ0, 2-01-2030, 8.25%	13,749	15,260
	Liberty Media Corp.	#530715AD3, 7-15-2029, 8.5%	25,933	29,228
	May Dept Stores Co.	#577778CB7, 7-15-2024, 6.65%	14,250	31,005
	May Dept Stores Co.	#577778CE1, 7-15-2034, 6.7%	54,178	65,419
	May Dept Stores Co.	#577778BH5, 9-15-2028, 6.7%	13,250	29,064
	News America, Inc.	#652482BL3, 12-15-2035, 6.4%	29,266	31,034
	News America, Inc.	#652482BQ2, 11-15-2037, 6.65%	56,088	64,610
	Nordstrom, Inc.	#655664AH3, 3-15-2028, 6.95%	63,366	72,419
	Petrobras International Finance	#71645WAR2, 1-27-2021, 6.95%	109,082	112,582
	Reed Elsevier Capital	#758202AG0, 1-15-2019, 8.625%	122,043	148,280
	Royal Bank of Scotland	#78009PCC3, 3-16-2016, 4.375%	49,903	54,101
	Royal Bank of Scotland	#78010XAK7, 1-11-2021, 6.125%	124,356	151,022
	Royal Bank of Scotland	#780099CE5, 12-15-2022, 6.125%	89,931	94,993
	SLM Corp.	#78447BAB8,10-15-2046, 3.336%	149,981	159,128
	SLM Corp.	#78442FEM6, 1-25-2017, 6%	103,655	113,663
	SLM Corp.	#78442FEH7, 6-15-2018, 8.45%	81,845	99,450
	Sprint Capital Corp.	#852060AG7, 5-01-2019, 6.9%	21,250	27,250
	Sprint Nextel Corp.	#852061AD2, 12-01-2016, 6.0%	135,659	163,125
	St. Paul Travelers Cos., Inc.	#792860AJ7, 6-20-2016, 6.25%	44,840	52,893
	Telecom Italia	#87927VAL2, 9-30-2014, 4.95%	48,012	52,200
	Telecom Italia	#87927VAW8, 6-18-2014, 6.175%	74,656	79,050
	Telecom Italia	#87927VAU2, 6-4-2018, 6.999%	25,822	28,575
	TI Capital	#872456AA6, 6-18-2019, 7.175%	107,025	116,050
	Time Warner Cable, Inc.	#88732JAS7, 4-01-2019, 8.25%	42,626	53,229
	Time Warner Cable, Inc.	#88732JAP3, 2-14-2019, 8.75%	203,333	236,103
	Travelers Cos., Inc.	#89417EAC3, 12-15-2017, 5.75%	44,880	54,652
	Turlock Corp	#900212AG6, 11-2-2017, 1.5%	24,973	25,051
	Turlock Corp	#900212AH4, 11-2-2022, 2.75%	49,832	49,846
	Union Pacific Corp.	#907833AE7, 2-23-2019, 6.7%	10,613	11,710
	Union Pacific Railroad Co.	#90783SAA0, 1-02-2024, 4.698%	58,955	65,704
	Union Pacific Railroad Co.	#90783VAA3, 1-02-2029, 5.082%	69,966	80,623
	Union Pacific Railroad Co.	#90783WAA1, 7-02-2030, 5.866%	46,065	55,414
	Unum Corp.	#903192AA0, 12-15-2028, 6.75%	23,655	30,226
	Unumprovident Finance Co. PLC	#91529MAA0, 11-15-2015, 6.85%	19,324	22,628
	Vulcan Materials Company	#929160AQ2, 12-1-2016, 6.5%	25,000	27,563
	Vulcan Materials Company	#929160AR0, 6-15-2021, 7.5%	74,938	85,500
	Wachovia Corp.	#92976WBH8, 2-01-2018, 5.75%	34,850	41,931

(continued)

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Wellpoint, Inc.	#94973VAG2, 12-15-2014, 5.0%	46,940	54,003
	Wellpoint, Inc.	#94973VAK3, 1-15-2016, 5.25%	116,383	133,726
	Wells Fargo & Co.	#949746NX5, 12-11-2017, 5.625%	49,792	59,635
	Xerox Corp.	#984121CA9, 12-15-2019, 5.625%	28,277	27,932
	Xerox Corp.	#984121BP7, 3-15-2016, 6.4%	211,190	259,180
	Xerox Corp.	#984121BY8, 5-15-2014, 8.25%	24,996	27,270
			$ 8,815,286	$ 9,797,222
	MUNICIPAL BONDS			
	California State	#13063A7D0, 10-01-2039, 7.3%	$ 89,146	$ 124,716
	California State	#13063A5E0, 4-01-2034, 5.65%	329,859	450,808
	California State	#13063A5G5, 4-01-2039, 7.55%	89,818	129,148
	Illinois State	#452152HT1, 3-1-2018, 5.665%	51,438	56,824
	Illinois State	#452152HR5, 3-1-2016, 4.961%	158,018	164,108
	Illinois State	#452152HS3, 3-1-2017, 5.365%	124,963	139,995
	Los Angeles California School District	#544646ZR6, 7-01-2034, 6.758%	100,000	132,311
	New Jersey Turnpike Authority	#646139X83, 1-01-2041, 7.102%	109,030	141,805
			$ 1,052,272	$ 1,339,714
	HEDGE FUND OF FUNDS			
	Permal Fixed Income Holdings N.V.	Hedge Fund of Funds, 13,268 shares	$ 17,075,286	$ 17,830,192
			$ 17,075,286	$ 17,830,192
	REAL ESTATE FUND			
	Wesport Capital Real Estate III	Partnerships, 985,000 shares	$ 985,000	$ 976,902
			$ 985,000	$ 976,902
	Total investments		$195,573,947	$209,065,014

* Represents or includes a party in-interest.

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	$16,000,000	$ -	$ -	$ -	$ 16,000,000	$ 16,000,000	$ -
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	11,600,000	-	-	-	11,600,000	11,600,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	14,500,000	-	-	-	14,500,000	14,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	12,309,134	-	-	-	12,309,134	12,309,134	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	13,125,136	-	-	-	13,125,136	13,125,136	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	14,500,000	-	-	14,500,000	14,500,000	-

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.

JM FAMILY ENTERPRISES, INC.

ASSOCIATES' RETIREMENT PLAN AND TRUST

EIN: 59-1390794 PN: 002

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	13,500,000	-	-	13,500,000	13,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	17,500,000	-	-	17,500,000	17,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	12,500,000	-	-	-	12,500,000	12,500,000	-
The Northern Trust Co.*	Northern Trust Collective Short-Term Investment Fund	-	16,125,136	-	-	16,125,136	16,125,136	-

Notes:

1. Transactions included herein represent transactions or a series of transactions in securities of the same issue or with respect to the same issuer in excess of 5% of the quoted market value of Plan assets at the beginning of the year.
2. This schedule incorporates all disclosures required by the Department of Labor for assets purchased and sold within the Plan year.

*****Represents or includes a party-in-interest transaction.

The information in this schedule has been certified as to its completeness and accuracy by The Northern Trust Company, Trustee.