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;
- [X] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MILL CREEK RESIDENTIAL TRUST RESOURCES LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/13/2010

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

MILL CREEK RESIDENTIAL TRUST LLC

2001 BRYAN ST STE 3275
ATTN CAYDEE MCCORMICK
DALLAS, TX 75201-3010

2b Employer Identification Number (EIN)
27-3112804

2c Sponsor's telephone number
214-922-8440

2d Business code (see instructions)
531110

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

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

Preparer's telephone number (optional)

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

MILL CREEK RESIDENTIAL TRUST LLC

2001 BRYAN ST STE 3275
ATTN CAYDEE MCCORMICK
DALLAS, TX 75201-3010

3b Administrator's EIN: 27-3112804

3c Administrator's telephone number: 214-922-8440

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**	126
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**	203
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	226
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	226
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	209
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
MILL CREEK RESIDENTIAL TRUST RESOURCES LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILL CREEK RESIDENTIAL TRUST LLC

D Employer Identification Number (EIN)
27-3112804

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

T ROWE PRICE RPS, INC.

52-1309931

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 49 57 63 21 37 50 59 64 25 38 52 62 65	NONE	1350	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MILL CREEK RESIDENTIAL TRUST RESOURCES LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILL CREEK RESIDENTIAL TRUST LLC

D Employer Identification Number (EIN)
27-3112804

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	440876	1096639
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	86036	140903
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	11318267	14589997
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11845179	15827539
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11845179	15827539

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)	702547	
(B) Participants	2a(1)(B)	1494566	
(C) Others (including rollovers)	2a(1)(C)	581160	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2778273
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	98	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3086	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3184
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	472651	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		472651
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1346349
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4600457
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	616747	
(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)		616747
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1350	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1350
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		618097
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3982360
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: WEAVER AND TIDWELL, L.L.P **(2)** EIN: 75-0786316

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		323270
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		5000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MILL CREEK RESIDENTIAL TRUST RESOURCES LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILL CREEK RESIDENTIAL TRUST LLC

D Employer Identification Number (EIN)
27-3112804

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): 04-3583801

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MILL CREEK RESIDENTIAL TRUST RESOURCES LLC 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2012

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Mill Creek Residential Trust Resources LLC
401(k) Plan
Dallas, Texas

Report on the Financial Statements

We were engaged to audit the statements of net assets available for benefits of Mill Creek Residential Trust Resources LLC 401(k) Plan (the Plan) as of December 31, 2012 and 2011, and the statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 3, which was certified by State Street Bank and Trust Company, the Trustee of the Plan's assets (the Trustee), except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011, that states the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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.

Weaver and Tidwell, LLP

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
October 14, 2013

MILL CREEK RESIDENTIAL TRUST
RESOURCES LLC 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
Investments, at fair value	$ 15,686,636	$ 11,759,143
Receivables:		
Notes receivable from participants	140,903	86,036
Employer contributions	48,316	36,278
Participant contributions	-	22,006
Total receivables	189,219	144,320
Total assets	15,875,855	11,903,463
NET ASSETS AVAILABLE FOR BENEFITS	$ 15,875,855	$ 11,903,463

The Notes to Financial Statements are
an integral part of these statements.

MILL CREEK RESIDENTIAL TRUST
RESOURCES LLC 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	$	1,346,349
Interest on participants loans		3,086
Dividends		472,749
		1,822,184
Contributions:		
Participants		1,472,560
Employer		717,434
Rollover		581,160
		2,771,154
Total additions		4,593,338
DEDUCTIONS		
Benefits paid to participants		616,747
Administrative expenses		4,199
Total deductions		620,946
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		3,972,392
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF THE YEAR		11,903,463
NET ASSETS AVAILABLE FOR BENEFITS END OF THE YEAR	$	15,875,855

The Notes to Financial Statements are an integral part of this statement.

MILL CREEK RESIDENTIAL TRUST
RESOURCES LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the Mill Creek Residential Trust Resources LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a qualified retirement plan adopted on August 13, 2010 for the benefit of all eligible employees of Mill Creek Residential Trust Resources LLC (the Employer or Plan Sponsor). The Plan was amended on January 1, 2011 to reflect the addition of the employer qualified (QACA) safe harbor contributions.

Unless otherwise specified in the Plan Document, all employees of the Employer are eligible to participate and eligible to receive Employer matching contribution in the Plan one month after their hire date.

Contributions

Participating employees and the Employer make contributions to the Plan. A participant may make elective contributions, via salary deferrals, between 1% and 100% of their pretax compensation for each payroll period, subject to statutory limitations and the Plan includes an automatic salary deferral feature. Under the automatic salary deferral, each participant will start with a 3% deferral and will increase automatically by 1% per year up to a maximum of 6%. The amount of Employer matching contribution is based on the percentage of salary deferrals according to the following schedule:

Salary Deferrals	Safe Harbor Matching Contributions
Up to 1%	100% contributed
1% to 4%	75% contributed
4% to 5%	25% contributed

The Plan allows employees who have received distributions from other qualified retirement plans to directly transfer or rollover the previous account balances into segregated "rollover accounts" of the Plan, even if they are not participants in the Plan.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Participant Accounts

Each participant's account is credited with the respective participant's contribution, an allocation of (a) the Employer's contribution, and (b) Plan earnings. Contributions to the Plan are allocated to active investment accounts in percentages elected by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested at all times in their elective contribution accounts, qualified non-elective contribution accounts, and segregated rollover accounts plus actual earnings thereon. Vesting in the Employer's matching and discretionary contribution portion of their accounts plus earnings thereon is based on years of continuous service.

Vesting in Employer contributions occurs as follows:

Years of Service	Percentage
Less than 1	0%
1	100%

A participant becomes 100% vested in the event of death, attainment of normal retirement age, or if the participant becomes disabled, as defined in the Plan Document.

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions and any related earnings into a number of distinct active investment options. Employer matching contributions are invested in accordance with the investment choices selected by each respective participant.

Forfeitures

Forfeitures derive from the non-vested amounts in a participant's account following a break in service. Such forfeitures are applied to pay any administrative expenses and any remaining forfeitures are used to reduce future Employer matching contributions. Unallocated forfeitures as of December 31, 2012 were $0. Forfeitures utilized to reduce Employer contributions for the years ended December 31, 2012 were $0.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Plan Termination

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

Benefit Payments

Distribution of a participant's entire account becomes due in three ways: (1) upon termination of employment at the participant's early retirement age or normal retirement age as defined in the Plan Document; (2) death; or (3) full and permanent disability. Such account balances may be distributed in a lump-sum payment. For termination of service for any other reasons, a participant is entitled to receive the value of the vested interest in his or her account, which is payable as defined in the Plan Document. Withdrawals from the Plan by active participants are permitted for specific instances such as: financial hardship, loans, or participant's attaining the age of 59 ½.

Notes Receivable from Participants

Notes receivable from participants are stated as outstanding principal, plus accrued interest. Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) $50,000 reduced by the excess of outstanding loan balances from the Plan during the one-year period before the start date of the loan or (2) 50% of the participant's vested account balance. The maximum number of Plan loans outstanding at any one time is 1. Maturity dates range from 1 to 7 years and notes become due upon termination of service of the participant. The notes are collateralized by the balance in the participant's accounts and bear interest at rates determined by prevailing market conditions. Interest rates on outstanding notes at December 31, 2012 ranged from 4.25% to 5.75%.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting. Employee contributions are recorded in the period during which the Employer makes payroll deductions from the Plan participants' earnings. Matching contributions are recorded in the same period. Benefit payments are recorded in the period in which they are distributed. Income and expense are recorded in the period earned and incurred, respectively.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments are in mutual funds and are stated at fair value, based on quoted market prices at the Plan's year end. Purchases and sales of investments are recorded on a trade date basis. Interest is allocated to participant accounts on a pro-rata basis depending on the participant's account balance. Dividends are allocated based on the number of shares in a participant's account.

Administration

Certain administrative expenses of the Plan are paid by the Employer.

Market and Credit Risks

The Plan provides for various investment options in mutual funds and cash equivalents. These types of investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, including those held by the Plan, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such change could materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 3. CERTIFIED FINANCIAL DATA (UNAUDITED)

The following is a summary of the Plan's financial information and data certified by the Trustee as complete and accurate in accordance with 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 (ERISA) of 1974. Investments marked with an asterisk exceed 5% of net assets available for benefits.

Investments:	December 31, 2012		December 31, 2011	
T. Rowe Price International Stock Fund	$ 733,049		$ 587,725	
T. Rowe Price New Asia	535,849		464,326	
T. Rowe Price New Horizons	989,704	*	885,671	*
T. Rowe Price Prime Reserve	1,096,639	*	440,876	
T. Rowe Price Small Cap Value Fund	145,749		153,251	
T. Rowe Price Science & Technology	525,884		542,820	
T. Rowe Price Mid-Cap Growth Fund	627,594		591,259	*
T. Rowe Price Equity Income	971,449	*	841,284	*
T. Rowe Price Capital Appreciation	1,350,067	*	1,280,419	*
T. Rowe Price Spectrum Income	1,988,634	*	1,660,674	*
T. Rowe Price Spectrum Growth Fund	417,227		400,730	
T. Rowe Price Equity Index 500 Fund	743,044		653,734	*
T. Rowe Price Blue Chip Growth	133,801		85,426	
T. Rowe Price Mid-Cap Value Fund	66,894		198,570	
T. Rowe Price Retirement 2010	18,234		4,726	
T. Rowe Price Retirement 2020	677,052		158,061	
T. Rowe Price Retirement 2030	1,057,997	*	686,101	*
T. Rowe Price Retirement 2040	526,048		385,005	
T. Rowe Price Retirement Income Fund	10,243		6,438	
T. Rowe Price Retirement 2015	229,748		133,238	
T. Rowe Price Retirement 2025	1,163,664	*	659,211	*
T. Rowe Price Retirement 2035	1,086,807	*	683,763	*
T. Rowe Price Retirement 2045	380,674		163,671	
T. Rowe Price Retirement 2050	118,688		16,753	
T. Rowe Price Retirement 2055	91,897		75,411	
Total investments	$ 15,686,636		$ 11,759,143	
Notes receivable from participants	$ 140,903		$ 86,036	

	Year Ended December 31, 2012
Net appreciation in fair market value of investments	$ 1,346,349
Interest	3,086
Dividends	472,749

NOTE 4. FEDERAL INCOME TAX STATUS

The Plan has received a favorable determination letter dated March 31, 2008, from the Internal Revenue Service stating that the prototype non-standardized profit sharing plan as submitted by Boston Financial Data Services (the prototype sponsor), was acceptable under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code), and the Trust is exempt from taxation under Section 501(a) of the Code. The Trust established under the Plan to hold the Plan's assets is intended to qualify, pursuant to the appropriate section of the Internal Revenue Code, as a tax-exempt organization. The Employer and the Plan's tax counsel believe that the Trust continues to qualify and to operate as designed, even though the plan has been amended subsequent to the determination letter. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Financial Accounting Standards Board (FASB) has issued guidance in accounting for uncertainties in income taxes which requires that the Plan recognize in its financial statements the financial effects of a tax position, if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the tax position. The requirements also provide guidance on measurement, classification, interest, penalties and disclosure. Tax positions taken related to the Plan's tax exempt status, unrelated business activities taxable income and deductibility of expenses and other miscellaneous tax positions have been reviewed, and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The Plan's tax years 2010 and 2011 remain subject to examination.

NOTE 5. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by the Trustee qualify as party-in-interest transactions.

NOTE 6. FAIR VALUE MEASUREMENT

ASC 820-10 estabilishes a fair value framework requiring the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets and liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1 inputs: Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 inputs: Observable inputs other than those included in Level 1 such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in inactive markets or model-derived valuations of other inputs that can be corroborated by observable market data.

NOTE 6. FAIR VALUE MEASUREMENT – CONTINUED

Level 3 inputs: Prices or valuations that require unobservable inputs that are both significant to the fair value measurement and unobservable. Fair value for these investments are determined using valuation methodologies that consider a range of factors including but not limited to the nature of the investment, market conditions, current and projected cash flows and changes in operating characteristics of the investment.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. 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. When available, valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Below are the Plan's financial instruments carried at fair value on a recurring basis by the guidance's fair value hierarchy levels as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments:				
Money market funds	$ 1,096,639	$ -	$ -	$ 1,096,639
International funds	1,268,898	-	-	1,268,898
Domestic small cap funds	1,135,453	-	-	1,135,453
Domestic mid cap funds	694,488	-	-	694,488
Domestic large cap funds	2,791,405	-	-	2,791,405
Income/bond funds	1,988,634	-	-	1,988,634
Asset allocation/lifestyle funds	6,711,119	-	-	6,711,119
Total investments	$ 15,686,636	$ -	$ -	$ 15,686,636

NOTE 6. FAIR VALUE MEASUREMENT – CONTINUED

Below are the Plan's financial instruments carried at fair value on a recurring basis by the guidance's fair value hierarchy levels as of December 31, 2011:

	As of December 31, 2011			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments:				
Money market funds	$ 440,876	$ -	$ -	$ 440,876
International funds	1,052,051	-	-	1,052,051
Domestic small cap funds	1,038,922	-	-	1,038,922
Domestic mid cap funds	789,829	-	-	789,829
Domestic large cap funds	2,523,994	-	-	2,523,994
Income/bond funds	1,660,674	-	-	1,660,674
Asset allocation/lifestyle funds	4,252,797	-	-	4,252,797
Total investments	$ 11,759,143	$ -	$ -	$ 11,759,143

NOTE 7. SUBSEQUENT EVENTS

Subsequent events were evaluated through October 14, 2013, which is the date the financial statements were available to be issued.

NOTE 8. RECONCILIATION OF FINANCIAL STATEMETNS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 15,875,855	$ 11,903,463
Less: Employer receivable, not reflected in Form 5500	48,316	36,278
Participant receivable, not reflected in Form 5500	-	22,006
Net assets available for benefits per Schedule H of Form 5500	$ 15,827,539	$ 11,845,179

NOTE 8. RECONCILIATION OF FINANCIAL STATEMETNS TO SCHEDULE H OF FORM 5500 – CONTINUED

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

Increase in net assets available for Plan benefits per the financial statements		$ 3,972,392
Add:	Prior year employer receivable	36,278
	Prior year participant receivable	22,006
Less:	Current year employer receivable	(48,316)
Increase in net assets available for Plan benefits per Schedule H of Form 5500		$ 3,982,360

SUPPLEMENTAL SCHEDULES

MILL CREEK RESIDENTIAL TRUST
RESOURCES LLC 401(K) PLAN
SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-2008026
PLAN NUMBER: 001
DECEMBER 31, 2012

(a)	(b) Identity of Issuer, Borrower Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
PARTICIPANT-DIRECTED INVESTMENTS:				
*	T. Rowe Price	T. Rowe Price International Stock Fund	$ #	$ 733,049
*	T. Rowe Price	T. Rowe Price New Asia	#	535,849
*	T. Rowe Price	T. Rowe Price New Horizons	#	989,704
*	T. Rowe Price	T. Rowe Price Prime Reserve	#	1,096,639
*	T. Rowe Price	T. Rowe Price Small Cap Value Fund	#	145,749
*	T. Rowe Price	T. Rowe Price Science & Technology	#	525,884
*	T. Rowe Price	T. Rowe Price Mid-Cap Growth Fund	#	627,594
*	T. Rowe Price	T. Rowe Price Equity Income	#	971,449
*	T. Rowe Price	T. Rowe Price Capital Appreciation	#	1,350,067
*	T. Rowe Price	T. Rowe Price Spectrum Income	#	1,988,634
*	T. Rowe Price	T. Rowe Price Spectrum Growth Fund	#	417,227
*	T. Rowe Price	T. Rowe Price Equity Index 500 Fund	#	743,044
*	T. Rowe Price	T. Rowe Price Blue Chip Growth	#	133,801
*	T. Rowe Price	T. Rowe Price Mid-Cap Value Fund	#	66,894
*	T. Rowe Price	T. Rowe Price Retirement 2010	#	18,234
*	T. Rowe Price	T. Rowe Price Retirement 2020	#	677,052
*	T. Rowe Price	T. Rowe Price Retirement 2030	#	1,057,997
*	T. Rowe Price	T. Rowe Price Retirement 2040	#	526,048
*	T. Rowe Price	T. Rowe Price Retirement Income Fund	#	10,243
*	T. Rowe Price	T. Rowe Price Retirement 2015	#	229,748
*	T. Rowe Price	T. Rowe Price Retirement 2025	#	1,163,664
*	T. Rowe Price	T. Rowe Price Retirement 2035	#	1,086,807
*	T. Rowe Price	T. Rowe Price Retirement 2045	#	380,674
*	T. Rowe Price	T. Rowe Price Retirement 2050	#	118,688
*	T. Rowe Price	T. Rowe Price Retirement 2055	#	91,897
*	Notes receivable from participants	Interest Rates From 4.25% to 5.75%	-0-	140,903
			$ -	$ 15,827,539

* Party-in-interest

Cost information not required for participant directed investments.

This supplemental schedule lists assets held for investment purposes at December 31, 2012, as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure.

MILL CREEK RESIDENTIAL TRUST
RESOURCES LLC 401(K) PLAN
SCHEDULE H, LINE 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 75-2008026
PLAN NUMBER: 001
FOR THE YEAR ENDED DECEMBER 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 323,270	$ -	$ 323,270	$ -	$ -

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► MILL CREEK RESIDENTIAL TRUST RESOURCES, LLC 401(K) PLAN

Employer Identification Number:► 27-3112804

For plan year (beginning/ending):► 01/01/2012 TO 12/31/2012 Plan number:►001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	T. ROWE PRICE INTERNATIONAL STOCK	MUTUAL FUND		733,049
	T. ROWE PRICE NEW ASIA	MUTUAL FUND		535,849
	T. ROWE PRICE NEW HORIZONS	MUTUAL FUND		989,704
	T. ROWE PRICE PRIME RESERVE	INTEREST-BEARING CASH		1,096,639
	T. ROWE PRICE SMALL-CAP VALUE	MUTUAL FUND		145,749
	T. ROWE PRICE SCIENCE & TECHNOLOGY	MUTUAL FUND		525,884
	T. ROWE PRICE MID-CAP GROWTH	MUTUAL FUND		627,594
	T. ROWE PRICE EQUITY INCOME	MUTUAL FUND		971,449
	T. ROWE PRICE CAPITAL APPRECIATION	MUTUAL FUND		1,350,067
	T. ROWE PRICE SPECTRUM INCOME	MUTUAL FUND		1,988,634
	T. ROWE PRICE SPECTRUM GROWTH	MUTUAL FUND		417,227
	T. ROWE PRICE EQUITY INDEX 500	MUTUAL FUND		743,044
	T. ROWE PRICE BLUE CHIP GROWTH	MUTUAL FUND		133,801
	T. ROWE PRICE MID-CAP VALUE	MUTUAL FUND		66,894
	T. ROWE PRICE RETIREMENT 2010	MUTUAL FUND		18,234
	T. ROWE PRICE RETIREMENT 2020	MUTUAL FUND		677,052
	T. ROWE PRICE RETIREMENT 2030	MUTUAL FUND		1,057,997
	T. ROWE PRICE RETIREMENT 2040	MUTUAL FUND		526,048
	T. ROWE PRICE RETIREMENT INCOME	MUTUAL FUND		10,243
	T. ROWE PRICE RETIREMENT 2015	MUTUAL FUND		229,748
	T. ROWE PRICE RETIREMENT 2025	MUTUAL FUND		1,163,664
	T. ROWE PRICE RETIREMENT 2035	MUTUAL FUND		1,086,807
	T. ROWE PRICE RETIREMENT 2045	MUTUAL FUND		380,674
	T. ROWE PRICE RETIREMENT 2050	MUTUAL FUND		118,688
	T. ROWE PRICE RETIREMENT 2055	MUTUAL FUND		91,897
	PARTICIPANT LOANS	LOW-HIGH RATE 4.25%-5.75%		140,903