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
HIGHTOWER 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2008

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

HIGHTOWER HOLDING, LLC

200 W MADISON
SUITE 2500
CHICAGO, IL 60606

200 W MADISON
SUITE 2500
CHICAGO, IL 60606

2b Employer Identification Number (EIN) 26-2270729

2c Sponsor's telephone number 312-962-3803

2d Business code (see instructions) 523900

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	LAWRENCE KOEHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	LAWRENCE KOEHLER
	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

HIGHTOWER HOLDING, LLC

200 W MADISON
SUITE 2500
CHICAGO, IL 60606

3b Administrator's EIN: 26-2270729

3c Administrator's telephone number: 312-962-3803

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**	202
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**	252
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	15
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	267
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	267
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	185
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:
2E 2F 2G 2J 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)	☐	**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	**B** Three-digit plan number (PN) ▶	
HIGHTOWER 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
HIGHTOWER HOLDING, LLC	26-2270729	

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65	RECORDKEEPER	975	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
HIGHTOWER 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HIGHTOWER HOLDING, LLC

D Employer Identification Number (EIN)
26-2270729

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)	302946	1570817
(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)	59461	257733
(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)	2204115	4557231
(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	2566522	6385781
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	2566522	6385781

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)	329236	
(B) Participants	2a(1)(B)	1645878	
(C) Others (including rollovers)	2a(1)(C)	1616856	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3591970
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	96	
(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)	6208	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6304
(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)	95207	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		95207
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(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)		364576
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4058057
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	237745	
(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)		237745
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)	1053	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1053
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		238798
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3819259
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)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

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		2500000
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		X	

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
HIGHTOWER 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HIGHTOWER HOLDING, LLC

D Employer Identification Number (EIN)
26-2270729

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): 04-6568107

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):

HighTower 401(k) Plan

Financial Report
December 31, 2012

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McGladrey

Independent Auditor's Report

To the Plan Administrator
HighTower 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the HighTower 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided by 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year) for the year ended December 31, 2012, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

McGladrey LLP

Chicago, Illinois
October 15, 2013

HighTower 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies	**$ 6,128,048**	$ 2,507,061
Receivables:		
Notes receivable from participants	**257,733**	59,461
Participant contributions	**74,403**	26,088
Employer contributions	**17,095**	6,393
	349,231	91,942
Total assets	**6,477,279**	2,599,003
Liabilities	**-**	-
Net assets available for benefits	**$ 6,477,279**	$ 2,599,003

See Notes to Financial Statements.

HighTower 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	**$**	**364,578**
Dividends and interest		**95,302**
		459,880
Interest income on notes receivable from participants		**6,207**
Contributions:		
Participants		**1,694,194**
Employer		**338,885**
Rollover		**1,616,855**
		3,649,934
Total additions		**4,116,021**
Deductions from net assets attributed to:		
Benefits paid to participants		**237,745**
Total deductions		**237,745**
Net increase		**3,878,276**
Net assets available for benefits:		
Beginning of year		**2,599,003**
End of year	**$**	**6,477,279**

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the HighTower 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all employees (as defined) of HighTower Holding, LLC (the Company), formerly known as United Fiduciary, LLC. Such employees are eligible to participate in the Plan as of the first day of the month following the later of the date of hire or the attainment of 21 years of age. Participants can begin contributing upon meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

Contributions: The Plan is designed as a qualified cash deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (IRC) and provides for the following contributions:

Participant contributions: The Plan allows participants to enter into a salary reduction agreement to make deferral contributions in an amount up to 90 percent of their compensation for any payroll period(s) or cash bonuses designated by the Company provided that the total amount of contribution does not exceed the lesser of 90 percent of participant's pre-tax annual compensation or (as adjusted from time to time pursuant to Section 402(g)(5) of the IRC) $17,000 in 2012 ($22,500 for participants over the age of 50). Such contributions are deducted from the participant's direct compensation and excluded from the participant's reportable wages for the year. Participants may change the amount of their salary deferral as of the beginning of each payroll period.

Participant rollover contributions: A participant may contribute amounts distributed or transferred from another qualified defined benefit or defined contribution plan.

Company matching contributions: Company matching contributions, if any, may be made annually at the discretion of the Company on behalf of eligible employees who made participant contributions. For 2012, the Company authorized a discretionary contribution of 50 percent of compensation deferred by the employee up to 4 percent of compensation.

Company profit sharing contributions: Company profit sharing contributions, if any, may be made annually at the discretion of the Company to eligible employees who earned at least 501 hours of service during the plan year or were employed as of the last day of the plan year. For 2012 and 2011, the Company did not authorize any such contributions.

Notes receivable from participants: Notes receivables from participants consist of loans with participants. Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of 50 percent of the vested account balance, or $50,000 minus the highest outstanding loan balance over the past twelve months. A participant may have only one loan outstanding at any given time. Loan terms range from one to five years or up to ten years for the purchase of a primary residence, and are due and payable in full upon termination of employment or death. The loans are secured by the balance in the participant's account. The loans outstanding bear interest at the prevailing market rate at the time of loan origination. Loans outstanding at December 31, 2012 bear interest at 4.75 percent, and principal and interest is repaid ratably through payroll deductions.

Note 1. Description of Plan (Continued)

Investments and investment options: The assets of the Plan are held by Fidelity Management Trust Company, the trustee of the Plan. Upon enrollment a participant may direct employee and Company contributions, if any, into a variety of registered investment companies daily.

Participants' accounts: Participants' accounts are credited with their contributions, rollover contributions, and allocations of (a) the Company's matching and profit sharing contributions, if any, and (b) plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participants' earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in all of their accounts plus actual earnings or losses thereon.

Payments of benefits and withdrawals: On termination of service for any reason, a participant or beneficiary will receive a lump-sum distribution equal to the vested balance of their accounts. The Plan will automatically distribute the participant's vested account balance not exceeding $1,000. In-service withdrawals prior to termination are allowed after a participant attains age 59½ and for financial hardships.

Forfeited accounts: Forfeitures of unvested portions of terminated participants' accounts are to be retained by the Plan and will be used first to pay the Plan's administrative expenses. Any remaining forfeited balances will be used to reduce future Company contributions payable to the Plan. Forfeited nonvested balances at December 31, 2012 and 2011 totaled $26,874 and $1,196, respectively.

During 2011, the Company identified certain participants whose Company contributions in the amount of $19,382 for 2010 and $3,368 for 2011 were in excess due to not appropriately accounting for annual compensation limits. The Company remitted those excess contributions, net of earnings adjustments, to its forfeiture account during 2012. During 2012, the Company identified certain participants whose Company contributions in the amount of $1,918 were in excess of annual compensation limits. The Company remitted those excess contributions, net earnings adjustments, to its forfeiture account during 2012.

No forfeitures were used during 2012 to offset Company contributions or to pay administrative expenses of the Plan. For the year ended December 31, 2012, administrative expenses of $1,053 were paid to Fidelity by the Plan. During 2013, the Company plans to make whole those accounts which were charged administrative expenses using the balance in its forfeiture account. Lost earnings will be remitted with these corrections during 2013. Administrative expenses paid by the Plan during 2012 are presented net of Company contributions on the statement of changes in net assets available for benefits. The remaining forfeitures will be used to offset Company matching contributions during 2013.

Plan administration: The Plan is administered by the Company pursuant to the terms and conditions of the Plan and trust. The Company pays for substantially all administrative expenses of the Plan, except for fees incurred for loan administration and the management of registered investment companies.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements have been prepared on the accrual basis of accounting.

Accounting policies: The Plan follows Generally Accepted Accounting Principles (GAAP), as established by the Financial Accounting Standards Board (the FASB) to ensure consistent reporting of financial condition.

Note 2. Summary of Significant Accounting Policies (Continued)

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a detailed discussion of fair value measurements.

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

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements.* This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. These amendments are to be applied prospectively and are effective for the year ended December 31, 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the ASC, including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were effective immediately upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Administrative expenses: All significant administrative expenses of the Plan are paid for by the Company, without reimbursement, or out of the assets of the Plan, as provided in the plan document.

Note 3. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB guidance are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.

Note 3. Fair Value Measurements (Continued)

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The registered investment companies held by the Plan are deemed to be actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. There were no transfers between levels in 2012.

Note 3. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Large Cap Equity Funds	$ 2,130,473	$ -	$ -	$ 2,130,473
Mid Cap Equity Funds	203,104	-	-	203,104
Small Cap Equity Funds	281,130	-	-	281,130
International Equity Funds	227,134	-	-	227,134
Sector Funds	190,370	-	-	190,370
Fixed Income Funds	449,131	-	-	449,131
Target-Maturity/Asset Allocation Funds	1,075,889	-	-	1,075,889
Money Market Funds	1,570,817	-	-	1,570,817
	$ 6,128,048	$ -	$ -	$ 6,128,048

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Large Cap Equity Fund	$ 993,095	$ -	$ -	$ 993,095
Mid Cap Equity Funds	208,186	-	-	208,186
Small Cap Equity Funds	134,221	-	-	134,221
International Equity Funds	96,892	-	-	96,892
Sector Funds	81,859	-	-	81,859
Fixed Income Funds	242,759	-	-	242,759
Target-Maturity/Asset Allocation Funds	447,103	-	-	447,103
Money Market Funds	302,946	-	-	302,946
	$ 2,507,061	$ -	$ -	$ 2,507,061

Note 4. Investments

The fair values of individual investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and 2011, are as follows:

	2012	2011
Shares of registered investment companies:		
Fidelity Retirement Money Market Fund	$ 1,570,817	$ 302,946
Fidelity Intermediate Term Bond Fund	*	131,077
Fidelity Blue Chip Growth Fund	419,071	196,399
Fidelity Spartan Total Market Index Investor Fund	*	147,524

* Did not exceed 5 percent of net assets.

During 2012, the Plan's investments in shares of registered investment companies (including gains and losses on investments bought and sold, as well as held during each year) appreciated in fair value by $364,578.

Note 5. Information Certified or Provided by Provided Fidelity Management Trust Company

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedule that was prepared from information certified or provided by Fidelity Management Trust Company, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the asset information which appears throughout the financial statements and supplemental schedule related to the following asset information:

	2012	2011
Shares of registered investment companies	$ 6,128,048	$ 2,507,061
Notes receivable from participants	257,733	59,461
	$ 6,385,781	$ 2,566,522

The trustee also certified to the completeness and accuracy of $364,578 of net appreciation in fair value of investments and $95,302 of dividends and interest related to the aforementioned investments and $6,207 of interest income related to the notes receivable from participants for the year ended December 31, 2012.

Note 6. Party-in-Interest Transactions

Certain plan investments are shares of registered investment companies managed by Fidelity Investments, an affiliate of Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee and third-party administrator as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Certain employees of the Company provide administrative services to the Plan. These employees do not receive any compensation from the Plan for their services.

Administrative fees paid by the Company to Fidelity for the year ended December 31, 2012 were $9,940.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company 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 would become fully vested in their accounts.

Note 8. Tax Status

Effective November 21, 2009, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management and Research Company. The volume submitter plan has received an opinion letter dated March 31, 2008 from the Internal Revenue Service (IRS) as to the volume submitter plan's qualified status. The Plan has been amended since the date of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Note 8. Tax Status (Continued)

GAAP requires Plan management to evaluate the Plan's tax positions and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities before 2009.

Note 9. 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10. Reconciliation of Financial Statements to Form 5500

The following table reconciles net assets available for benefits at December 31, 2011 and 2012 and changes in net assets available for benefits for the year ended December 31, 2012 per the financial statements to the Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$ 6,477,279	$ 2,599,003
Differences in:		
Employer contribution receivable	(74,403)	(26,088)
Participant contribution receivable	(17,095)	(6,393)
Notes receivable from participants	257,733	56,461
Investments	(257,733)	(56,461)
Net assets available for benefits per the Form 5500	$ 6,385,781	$ 2,566,522

	2012
Net increase per the statement of changes in net assets available for benefits per the financial statements	$ 3,878,276
Net adjustment to reflect participant and employer contributions on the accrual basis	(59,018)
Difference in company contributions	1,053
Difference in administrative expenses	(1,053)
Difference in dividends and interest	1
Difference in interest income on notes receivable from participants	(1)
Difference in rollover contributions	1
Net increase per the Form 5500	$ 3,819,259

Note 11. Subsequent Events

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 15, 2013, the date these financial statements were available to be issued.

Note 11. Subsequent Events (Continued)

Effective January 15, 2013, the Company adopted a new plan document with the trustees of the Plan. As of October 15, 2013, the Plan has not filed for a determination letter from the IRS regarding the Plan's qualification under Section 401(a) and the related trust's tax-exempt status under the provisions of Section 501(a) of the IRC. The Administration Committee believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. The Administration Committee will make any changes deemed necessary to ensure that the Plan is granted tax-exempt status.

Effective January 15, 2013, the Plan changed its custodian from Fidelity Management Trust Company to Charles Schwab Bank.

Effective January 15, 2013, the Plan changed its recordkeeper from Fidelity Management Trust Company to Alliance Pension Consultants, LLC.

Supplemental Schedule

DRAFT

HighTower 401(k) Plan

Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 26-2270729
Plan Number: 001

(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
		Registered investment companies:		
*	Fidelity Investments	Fidelity Fund	**	$ 45,960
*	Fidelity Investments	Fidelity Puritan Fund	**	70,722
*	Fidelity Investments	Fidelity Value Strategy Fund	**	30,238
*	Fidelity Investments	Fidelity Equity Income Fund	**	90,505
*	Fidelity Investments	Fidelity Investment Grade Bond Fund	**	125,235
*	Fidelity Investments	Fidelity Intermediate Bond Fund	**	101,884
*	Fidelity Investments	Fidelity Value Fund	**	67,794
*	Fidelity Investments	Fidelity OTC Portfolio Fund	**	85,740
*	Fidelity Investments	Fidelity Overseas Fund	**	133,234
*	Fidelity Investments	Fidelity Leveraged Company Stock Fund	**	114,419
*	Fidelity Investments	Fidelity Real Estate Investment Fund	**	190,370
*	Fidelity Investments	Fidelity International Discovery Fund	**	218,767
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	162,077
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	**	419,071
*	Fidelity Investments	Fidelity Equity Income II Fund	**	56,003
*	Fidelity Investments	Fidelity Growth Strategy Fund	**	63,432
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	164,338
*	Fidelity Investments	Fidelity Export & Multinational Fund	**	133,885
*	Fidelity Investments	Fidelity Intl Cap Appreciation Fund	**	93,900
*	Fidelity Investments	Fidelity Stock Selector Small Cap Fund	**	21,380
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	40,270
*	Fidelity Investments	Fidelity Freedom Income Fund	**	16,406
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	1,458
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	23
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	4,441
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	146,051
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	78,788
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	178,022
*	Fidelity Investments	Spartan Total Market Index Inv Fund	**	253,585
*	Fidelity Investments	Spartan Extended Market Index Inv Fund	**	31,977
*	Fidelity Investments	Fidelity Short Term Bond Fund	**	108,806
*	Fidelity Investments	Fidelity Fifty Fund	**	24,442
*	Fidelity Investments	Fidelity Retire Money Market Fund	**	1,570,817
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	111,458
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	328,229
*	Fidelity Investments	Fidelity Mid Cap Growth Fund	**	105,072
*	Fidelity Investments	Fidelity Total Bond Fund	**	113,206
*	Fidelity Investments	Fidelity Value Discovery Fund	**	43,822
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	126,256
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	133,291
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	54,312
*	Fidelity Investments	Fidelity Small Cap Value Fund	**	81,728
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	96,664
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	89,970
				6,128,048
*	Participants	Notes receivable from participants bearing interest rates of 4.75%, maturing from December 2013 through April 2016		257,733
				$ 6,385,781

* Represents a party-in-interest.

** Cost information is not required for participant-directed investments.

HighTower 401(k) Plan

Financial Report
December 31, 2012

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McGladrey

Independent Auditor's Report

To the Plan Administrator
HighTower 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the HighTower 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided by 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year) for the year ended December 31, 2012, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

McGladrey LLP

Chicago, Illinois
October 15, 2013

HighTower 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies	**$ 6,128,048**	$ 2,507,061
Receivables:		
Notes receivable from participants	**257,733**	59,461
Participant contributions	**74,403**	26,088
Employer contributions	**17,095**	6,393
	349,231	91,942
Total assets	**6,477,279**	2,599,003
Liabilities	**-**	-
Net assets available for benefits	**$ 6,477,279**	$ 2,599,003

See Notes to Financial Statements.

HighTower 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	**$**	**364,578**
Dividends and interest		**95,302**
		459,880
Interest income on notes receivable from participants		**6,207**
Contributions:		
Participants		**1,694,194**
Employer		**338,885**
Rollover		**1,616,855**
		3,649,934
Total additions		**4,116,021**
Deductions from net assets attributed to:		
Benefits paid to participants		**237,745**
Total deductions		**237,745**
Net increase		**3,878,276**
Net assets available for benefits:		
Beginning of year		**2,599,003**
End of year	**$**	**6,477,279**

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the HighTower 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all employees (as defined) of HighTower Holding, LLC (the Company), formerly known as United Fiduciary, LLC. Such employees are eligible to participate in the Plan as of the first day of the month following the later of the date of hire or the attainment of 21 years of age. Participants can begin contributing upon meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

Contributions: The Plan is designed as a qualified cash deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (IRC) and provides for the following contributions:

Participant contributions: The Plan allows participants to enter into a salary reduction agreement to make deferral contributions in an amount up to 90 percent of their compensation for any payroll period(s) or cash bonuses designated by the Company provided that the total amount of contribution does not exceed the lesser of 90 percent of participant's pre-tax annual compensation or (as adjusted from time to time pursuant to Section 402(g)(5) of the IRC) $17,000 in 2012 ($22,500 for participants over the age of 50). Such contributions are deducted from the participant's direct compensation and excluded from the participant's reportable wages for the year. Participants may change the amount of their salary deferral as of the beginning of each payroll period.

Participant rollover contributions: A participant may contribute amounts distributed or transferred from another qualified defined benefit or defined contribution plan.

Company matching contributions: Company matching contributions, if any, may be made annually at the discretion of the Company on behalf of eligible employees who made participant contributions. For 2012, the Company authorized a discretionary contribution of 50 percent of compensation deferred by the employee up to 4 percent of compensation.

Company profit sharing contributions: Company profit sharing contributions, if any, may be made annually at the discretion of the Company to eligible employees who earned at least 501 hours of service during the plan year or were employed as of the last day of the plan year. For 2012 and 2011, the Company did not authorize any such contributions.

Notes receivable from participants: Notes receivables from participants consist of loans with participants. Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of 50 percent of the vested account balance, or $50,000 minus the highest outstanding loan balance over the past twelve months. A participant may have only one loan outstanding at any given time. Loan terms range from one to five years or up to ten years for the purchase of a primary residence, and are due and payable in full upon termination of employment or death. The loans are secured by the balance in the participant's account. The loans outstanding bear interest at the prevailing market rate at the time of loan origination. Loans outstanding at December 31, 2012 bear interest at 4.75 percent, and principal and interest is repaid ratably through payroll deductions.

Note 1. Description of Plan (Continued)

Investments and investment options: The assets of the Plan are held by Fidelity Management Trust Company, the trustee of the Plan. Upon enrollment a participant may direct employee and Company contributions, if any, into a variety of registered investment companies daily.

Participants' accounts: Participants' accounts are credited with their contributions, rollover contributions, and allocations of (a) the Company's matching and profit sharing contributions, if any, and (b) plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participants' earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in all of their accounts plus actual earnings or losses thereon.

Payments of benefits and withdrawals: On termination of service for any reason, a participant or beneficiary will receive a lump-sum distribution equal to the vested balance of their accounts. The Plan will automatically distribute the participant's vested account balance not exceeding $1,000. In-service withdrawals prior to termination are allowed after a participant attains age 59½ and for financial hardships.

Forfeited accounts: Forfeitures of unvested portions of terminated participants' accounts are to be retained by the Plan and will be used first to pay the Plan's administrative expenses. Any remaining forfeited balances will be used to reduce future Company contributions payable to the Plan. Forfeited nonvested balances at December 31, 2012 and 2011 totaled $26,874 and $1,196, respectively.

During 2011, the Company identified certain participants whose Company contributions in the amount of $19,382 for 2010 and $3,368 for 2011 were in excess due to not appropriately accounting for annual compensation limits. The Company remitted those excess contributions, net of earnings adjustments, to its forfeiture account during 2012. During 2012, the Company identified certain participants whose Company contributions in the amount of $1,918 were in excess of annual compensation limits. The Company remitted those excess contributions, net earnings adjustments, to its forfeiture account during 2012.

No forfeitures were used during 2012 to offset Company contributions or to pay administrative expenses of the Plan. For the year ended December 31, 2012, administrative expenses of $1,053 were paid to Fidelity by the Plan. During 2013, the Company plans to make whole those accounts which were charged administrative expenses using the balance in its forfeiture account. Lost earnings will be remitted with these corrections during 2013. Administrative expenses paid by the Plan during 2012 are presented net of Company contributions on the statement of changes in net assets available for benefits. The remaining forfeitures will be used to offset Company matching contributions during 2013.

Plan administration: The Plan is administered by the Company pursuant to the terms and conditions of the Plan and trust. The Company pays for substantially all administrative expenses of the Plan, except for fees incurred for loan administration and the management of registered investment companies.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements have been prepared on the accrual basis of accounting.

Accounting policies: The Plan follows Generally Accepted Accounting Principles (GAAP), as established by the Financial Accounting Standards Board (the FASB) to ensure consistent reporting of financial condition.

Note 2. Summary of Significant Accounting Policies (Continued)

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a detailed discussion of fair value measurements.

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

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements.* This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. These amendments are to be applied prospectively and are effective for the year ended December 31, 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the ASC, including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were effective immediately upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Administrative expenses: All significant administrative expenses of the Plan are paid for by the Company, without reimbursement, or out of the assets of the Plan, as provided in the plan document.

Note 3. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB guidance are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.

Note 3. Fair Value Measurements (Continued)

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The registered investment companies held by the Plan are deemed to be actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. There were no transfers between levels in 2012.

Note 3. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Large Cap Equity Funds	$ 2,130,473	$ -	$ -	$ 2,130,473
Mid Cap Equity Funds	203,104	-	-	203,104
Small Cap Equity Funds	281,130	-	-	281,130
International Equity Funds	227,134	-	-	227,134
Sector Funds	190,370	-	-	190,370
Fixed Income Funds	449,131	-	-	449,131
Target-Maturity/Asset Allocation Funds	1,075,889	-	-	1,075,889
Money Market Funds	1,570,817	-	-	1,570,817
	$ 6,128,048	$ -	$ -	$ 6,128,048

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Large Cap Equity Fund	$ 993,095	$ -	$ -	$ 993,095
Mid Cap Equity Funds	208,186	-	-	208,186
Small Cap Equity Funds	134,221	-	-	134,221
International Equity Funds	96,892	-	-	96,892
Sector Funds	81,859	-	-	81,859
Fixed Income Funds	242,759	-	-	242,759
Target-Maturity/Asset Allocation Funds	447,103	-	-	447,103
Money Market Funds	302,946	-	-	302,946
	$ 2,507,061	$ -	$ -	$ 2,507,061

Note 4. Investments

The fair values of individual investments that represent 5 percent or more of the Plan's net assets as of December 31, 2012 and 2011, are as follows:

	2012	2011
Shares of registered investment companies:		
Fidelity Retirement Money Market Fund	$ 1,570,817	$ 302,946
Fidelity Intermediate Term Bond Fund	*	131,077
Fidelity Blue Chip Growth Fund	419,071	196,399
Fidelity Spartan Total Market Index Investor Fund	*	147,524

* Did not exceed 5 percent of net assets.

During 2012, the Plan's investments in shares of registered investment companies (including gains and losses on investments bought and sold, as well as held during each year) appreciated in fair value by $364,578.

Note 5. Information Certified or Provided by Provided Fidelity Management Trust Company

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedule that was prepared from information certified or provided by Fidelity Management Trust Company, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the asset information which appears throughout the financial statements and supplemental schedule related to the following asset information:

	2012	2011
Shares of registered investment companies	$ 6,128,048	$ 2,507,061
Notes receivable from participants	257,733	59,461
	$ 6,385,781	$ 2,566,522

The trustee also certified to the completeness and accuracy of $364,578 of net appreciation in fair value of investments and $95,302 of dividends and interest related to the aforementioned investments and $6,207 of interest income related to the notes receivable from participants for the year ended December 31, 2012.

Note 6. Party-in-Interest Transactions

Certain plan investments are shares of registered investment companies managed by Fidelity Investments, an affiliate of Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee and third-party administrator as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Certain employees of the Company provide administrative services to the Plan. These employees do not receive any compensation from the Plan for their services.

Administrative fees paid by the Company to Fidelity for the year ended December 31, 2012 were $9,940.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company 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 would become fully vested in their accounts.

Note 8. Tax Status

Effective November 21, 2009, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management and Research Company. The volume submitter plan has received an opinion letter dated March 31, 2008 from the Internal Revenue Service (IRS) as to the volume submitter plan's qualified status. The Plan has been amended since the date of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Note 8. Tax Status (Continued)

GAAP requires Plan management to evaluate the Plan's tax positions and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities before 2009.

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Note 10. Reconciliation of Financial Statements to Form 5500

The following table reconciles net assets available for benefits at December 31, 2011 and 2012 and changes in net assets available for benefits for the year ended December 31, 2012 per the financial statements to the Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$ 6,477,279	$ 2,599,003
Differences in:		
Employer contribution receivable	(74,403)	(26,088)
Participant contribution receivable	(17,095)	(6,393)
Notes receivable from participants	257,733	56,461
Investments	(257,733)	(56,461)
Net assets available for benefits per the Form 5500	$ 6,385,781	$ 2,566,522

	2012
Net increase per the statement of changes in net assets available for benefits per the financial statements	$ 3,878,276
Net adjustment to reflect participant and employer contributions on the accrual basis	(59,018)
Difference in company contributions	1,053
Difference in administrative expenses	(1,053)
Difference in dividends and interest	1
Difference in interest income on notes receivable from participants	(1)
Difference in rollover contributions	1
Net increase per the Form 5500	$ 3,819,259

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The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 15, 2013, the date these financial statements were available to be issued.

Note 11. Subsequent Events (Continued)

Effective January 15, 2013, the Company adopted a new plan document with the trustees of the Plan. As of October 15, 2013, the Plan has not filed for a determination letter from the IRS regarding the Plan's qualification under Section 401(a) and the related trust's tax-exempt status under the provisions of Section 501(a) of the IRC. The Administration Committee believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. The Administration Committee will make any changes deemed necessary to ensure that the Plan is granted tax-exempt status.

Effective January 15, 2013, the Plan changed its custodian from Fidelity Management Trust Company to Charles Schwab Bank.

Effective January 15, 2013, the Plan changed its recordkeeper from Fidelity Management Trust Company to Alliance Pension Consultants, LLC.

Supplemental Schedule

DRAFT

HighTower 401(k) Plan

Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 26-2270729
Plan Number: 001

(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
		Registered investment companies:		
*	Fidelity Investments	Fidelity Fund	**	$ 45,960
*	Fidelity Investments	Fidelity Puritan Fund	**	70,722
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*	Fidelity Investments	Fidelity Equity Income Fund	**	90,505
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*	Fidelity Investments	Fidelity Overseas Fund	**	133,234
*	Fidelity Investments	Fidelity Leveraged Company Stock Fund	**	114,419
*	Fidelity Investments	Fidelity Real Estate Investment Fund	**	190,370
*	Fidelity Investments	Fidelity International Discovery Fund	**	218,767
*	Fidelity Investments	Fidelity Capital Appreciation Fund	**	162,077
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	**	419,071
*	Fidelity Investments	Fidelity Equity Income II Fund	**	56,003
*	Fidelity Investments	Fidelity Growth Strategy Fund	**	63,432
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	164,338
*	Fidelity Investments	Fidelity Export & Multinational Fund	**	133,885
*	Fidelity Investments	Fidelity Intl Cap Appreciation Fund	**	93,900
*	Fidelity Investments	Fidelity Stock Selector Small Cap Fund	**	21,380
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	40,270
*	Fidelity Investments	Fidelity Freedom Income Fund	**	16,406
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	1,458
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	23
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	4,441
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	146,051
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	78,788
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	178,022
*	Fidelity Investments	Spartan Total Market Index Inv Fund	**	253,585
*	Fidelity Investments	Spartan Extended Market Index Inv Fund	**	31,977
*	Fidelity Investments	Fidelity Short Term Bond Fund	**	108,806
*	Fidelity Investments	Fidelity Fifty Fund	**	24,442
*	Fidelity Investments	Fidelity Retire Money Market Fund	**	1,570,817
*	Fidelity Investments	Fidelity Large Cap Stock Fund	**	111,458
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	328,229
*	Fidelity Investments	Fidelity Mid Cap Growth Fund	**	105,072
*	Fidelity Investments	Fidelity Total Bond Fund	**	113,206
*	Fidelity Investments	Fidelity Value Discovery Fund	**	43,822
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	126,256
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	133,291
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	54,312
*	Fidelity Investments	Fidelity Small Cap Value Fund	**	81,728
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	96,664
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	89,970
				6,128,048
*	Participants	Notes receivable from participants bearing interest rates of 4.75%, maturing from December 2013 through April 2016		257,733
				$ 6,385,781

* Represents a party-in-interest.

** Cost information is not required for participant-directed investments.