

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THRIFT AND PROFIT SHARING PLAN AND TRUST FOR EMPLOYEES OF THE CUES DIVISION OF ELXSI</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELXSI D/B/A CUES</u> <div style="display: flex; justify-content: space-between;"> <div><u>3600 RIO VISTA AVE</u> <u>ORLANDO, FL 32805</u></div> <div><u>3600 RIO VISTA AVE</u> <u>ORLANDO, FL 32805</u></div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>94-2691593</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>407-849-9800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>94-2691593</u>	2c Sponsor's telephone number <u>407-849-9800</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>94-2691593</u>					
2c Sponsor's telephone number <u>407-849-9800</u>					
2d Business code (see instructions) <u>335900</u>					

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. Signature of plan administrator	<u>10/15/2013</u> Date	<u>CYNTHIA WILLIAMS</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address ELXSI D/B/A CUES 3600 RIO VISTA AVE ORLANDO, FL 32805		3b Administrator's EIN 94-2691593
		3c Administrator's telephone number 407-849-9800
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		5 225
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	217
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	12
d Subtotal. Add lines 6a , 6b , and 6c	6d	229
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	229
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	224
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	8
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan THRIFT AND PROFIT SHARING PLAN AND TRUST FOR EMPLOYEES OF THE CUES DIVISION OF ELXSI	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 ELXSI D/B/A CUES	D Employer Identification Number (EIN) 94-2691593

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
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

LPL FINANCIAL-RPCP

95-2834236

(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?
10 26 27	INVESTMENT ADVISOR	21881	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY FIRST

220 LOOKOUT PLACE
STE 200
MAITLAND, FL 32751-8408

(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?
16 17	CONSULTANT	18578	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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 60	RECORDKEEPER	4206	Yes ☒ No ☐	Yes ☒ No ☐	0	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ARIEL APPRECIATION - US BANCORP FUN 39-0281260	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HEARTLAND VAL PLS IV - ALPS FUND SE 20-3247785	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.50%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVS DIVRS DIVD R5 - INVESCO AIM IN 98-0557567	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS TRITON T - JANUS SERVICES LLC 43-1804048	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METWEST TOT RTN BD M - BANK OF NEW P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB GUARDIAN TRUST - STATE STREET BA 04-0025081	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR DEV MKTS A - OFI GLOBAL ASSE TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.50%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TEMPLETON FOREIGN A - FRANKLIN TEMP	0.40%	
94-3167260		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP MID CAP GROWTH - T. ROWE PRICE 52-2269240	0.15%	
(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.	

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THRIFT AND PROFIT SHARING PLAN AND TRUST FOR EMPLOYEES OF THE CUES DIVISION OF ELXSI</u>		B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELXSI D/B/A CUES</u>		D Employer Identification Number (EIN) <u>94-2691593</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	250000	200000
	(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)	2127	7241
	(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)	160911	283744
	(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)	6929603	8759670
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	7342641	9250655

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7342641	9250655
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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)	483186	
(B) Participants	2a(1)(B)	713991	
(C) Others (including rollovers)	2a(1)(C)	62000	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1259177
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9640	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9640
(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)	257313	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		257313
(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)		673801
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2199931

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	235776	
(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)		235776
f Corrective distributions (see instructions)	2f		6772
g Certain deemed distributions of participant loans (see instructions).....	2g		4545
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)	157	
(4) Other	2i(4)	44667	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		44824
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		291917

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1908014
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) ☒ 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 ☐ 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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.		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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THRIFT AND PROFIT SHARING PLAN AND TRUST FOR EMPLOYEES OF THE CUES DIVISION OF ELXSI</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELXSI D/B/A CUES</u>	D Employer Identification Number (EIN) <u>94-2691593</u>

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	<u>0</u>
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): <u>04-6568107</u>		
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 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
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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
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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.
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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): _____

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Plan Administrator
Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI
Orlando, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thrift and Profit Sharing Plan and Trust for Employees of Cues Division of ELXSI (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the 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 3, 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. 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 to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012, is required by the United States Department of Labor's 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. The supplemental schedule is the responsibility of the Plan's management. 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Orlando, Florida
October 14, 2013

**Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI**

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

	2012	2011
Assets:		
Investments, at fair value (Notes 3 and 4):		
Shares of registered investment companies (mutual funds)	\$ 8,759,670	\$ 6,929,603
Money market fund	7,241	2,127
Total investments	8,766,911	6,931,730
 Receivables:		
Notes from participants (Note 3)	283,744	160,911
Company contributions	200,000	250,000
Total receivables	483,744	410,911
 Net assets available for benefits	\$ 9,250,655	\$ 7,342,641

See Notes to Financial Statements.

**Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI**

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

Additions from net assets attributed to:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 673,799
Interest and dividend income	257,313
Investment income	<u>931,112</u>
Interest income on notes receivable from participants (Note 3)	<u>9,688</u>
Contributions:	
Participant contributions	775,991
Company contributions	483,186
Total contributions	<u>1,259,177</u>
Total additions	<u>2,199,977</u>
Deductions from net assets attributed to:	
Benefits paid to participants	247,142
Administrative expenses (Note 5)	44,821
Total deductions	<u>291,963</u>
Net increase in net assets available for benefits	1,908,014
Net assets available for benefits:	
Beginning of year	7,342,641
End of year	<u>\$ 9,250,655</u>

See Notes to Financial Statements.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI (the "Plan"), as amended and restated effective October 1, 2011, 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 substantially all employees of Cues, a division of ELXSI (the "Company", "Employer", or "Plan sponsor"), and was organized to facilitate savings for retirement by employees. Residents of Puerto Rico, nonresident aliens with no income from a U.S. source and employees of ELXSI Corporation who are not substantial service employees, as defined, are excluded from participation. The Plan was amended effective October 1, 2011, allowing employees to become eligible to participate in the Plan effective as of the first day of the month subsequent to their first day of employment with the Company. Prior to October 1, 2011, employees of Cues became eligible to participate in the Plan effective as of the first day of the month subsequent to the employee's completion of 90 days of service with Cues. . The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: Plan participants may voluntarily contribute, on a pre-tax basis, up to 100% of their annual compensation to the Plan up to the maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service. Participants may also rollover amounts representing distributions from other eligible retirement plans. All contributions are held in trust and invested by the Plan's trustee in accordance with the options elected by the participants (i.e. all investments are participant directed). The maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service, was \$17,000 for 2012. Employees age 50 and older may be eligible to make additional "catch-up" contributions subject to certain limitations and restrictions as determined by the Internal Revenue Service. The maximum allowable catch-up contribution was \$5,500 for 2012.

All eligible participants who did not affirmatively elect a deferral contribution in the Plan, or did not opt out of the Plan, will be automatically enrolled in the Plan and will defer 3% of the participant's compensation. These contributions are invested in a fund option which is determined by the age of the individual Plan participant. The fund options with Fidelity are the Fidelity Freedom Funds. On January 1 of each year, all active participants will automatically have a 1% increase in the deferral amount unless the participant elects to reject this option or have reached 10% deferral.

Effective January 1, 2012 the Plan agreement was amended to permit a qualified automatic contribution arrangement ("QACA") which allows the Company to contribute and match to each eligible participant's account an amount equal to 100% of the 1% of compensation, and 50% of the next 5% of compensation contributed by the employee to the Plan. In addition, the Company may make additional profit sharing contributions which are allocated to all participants based on compensation as a percent of compensation of all eligible participants in an amount to be determined by the Board of Directors, but not to exceed 4% of an eligible participant's compensation. For the year ended December 31, 2012, the Company's profit sharing contribution was \$200,000, or 1.72% of each eligible participant's total compensation. Participant and employer matching contributions are added to their accounts each pay period, and the profit sharing contribution was made in February 2013. Plan participants must be employed by the Company as of the Plan's year end in order to earn the profit sharing contribution.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Participant accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, their pro rata share of Company's matching and profit sharing contributions, if any, and an allocation of Plan earnings (including market value adjustments on Plan investments) and charged with allocations of Plan losses and administrative expenses. Allocations are based on participant account balances, as defined in the Plan agreement. A participant is entitled to the benefit that can be provided from the participant's vested account.

Vesting: Employee contributions and rollover contributions plus or minus actual earnings or losses thereon have full and immediate vesting. The Company's profit sharing contributions (and earnings or losses thereon) vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4 or more	100%

The Company's matching contributions (and earnings or losses thereon) for employees hired prior to January 1, 2012 vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2 or more	100%

The Company's matching contributions (and earnings or losses thereon) for employees hired after January 1, 2012 vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	100%

Participant accounts become fully vested regardless of the above vesting schedule upon death, disability, attainment of normal retirement age, or upon termination of the Plan.

Investment options: Upon enrollment in the Plan, a participant may elect to invest both participant and Company contributions in a variety of investment choices. Participants may change their investment options at any time.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested balance in the Plan. A participant may not have more than two notes outstanding at any time. The notes signed by the participant are collateralized by a portion of the balance in the participant's account and bear interest at a fixed rate (prime plus 1% as determined on the first business day of each month), which ranged from 4.25% to 9.25% as of December 31, 2012. Principal and interest are repaid ratably through payroll deductions. Notes with an original face amount of less than \$2,000 are repaid within a period of no more than three years. All other notes are repaid within a period of five years, except notes to acquire the participant's principal residence which must be repaid in a reasonable period of time, not to exceed 10 years.

Payment of benefits: Distributions of a participant's account are made upon retirement from the Company, in cases of financial hardship, termination from service with the Company, death, disability, and in-service for those participants who are still employed and who have reached the age of 59½. The normal retirement age, as defined by the Plan, is 65. Distributions after termination of service are made in a single lump-sum payment as soon as administratively feasible. If a participant terminates before retirement, the participant will receive a lump sum payment of their account balance or if the account exceeds \$1,000, the participant may elect to defer any distribution up to age 70½ or until they retire, whichever is later.

Forfeited accounts: Any non-vested account balance after the distribution of a terminated participant's vested account balance is forfeited. Forfeitures of participants' non-vested account balances are used first to pay Plan expenses and then to reduce the Company's contributions to the Plan. During the year ended December 31, 2012, forfeitures of \$3,285 were used for administrative expenses. As of December 31, 2012 and 2011, forfeited non-vested accounts totaled \$1,114 and \$1,618, respectively.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

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

Investment valuation and income recognition: 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. The Plan sponsor's Board of Directors determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 4 for discussion of fair value measurements.

Interest income is recorded on the accrual basis as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. Purchases and sales of securities are recorded on a trade-date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Contributions: Contributions from Plan participants are recorded in the year in which the participant contributions are withheld from amounts paid. Employer contributions are recognized upon authorization as the underlying compensation is recognized. Profit sharing contributions are recognized upon authorization as the underlying compensation is recognized. All participant and employer contributions are participant-directed.

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 reclassified as distributions based upon the terms of the Plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Administrative expenses which are not paid by the Plan sponsor are paid directly from the Plan assets. Administrative expenses paid by the Plan include investment management services and consulting services incurred in connection with the administration of the Plan.

Income taxes: GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would be sustained upon examination by a tax authority. Management has evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2009.

Accounting pronouncement adopted: In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended Accounting Standard Codification ("ASC") 820, *Fair Value Measurement*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for the annual periods beginning after December 15, 2011. See Note 4 for the effect of this adoption.

Accounting pronouncement not yet effective: 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 Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standard Codifications 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, for non-public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of the remaining portions of ASU 2012-04 is not expected to have a material effect on subsequent periods.

Subsequent events: The Plan Administrator has evaluated subsequent events (events occurring after December 31, 2012) through October 14, 2013, which is the date these financial statements were available to be issued.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 3. Information Certified or Provided by Trustee

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 by or derived from information certified or provided Fidelity Management Trust Company ("Fidelity"), the trustee under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and asset activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor'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 this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in this Plan as of December 31, 2012 and 2011 which were certified by Fidelity. Single assets representing 5% or more of the Plan's net assets are separately identified:

	2012	2011
Investments, at fair value:		
Money market fund:		
Fidelity Money Market Trust Retirement Money Market Fund*	\$ 7,241	\$ 2,127
Shares of registered investment companies (mutual funds):		
Fidelity Freedom 2025 Fund	2,159,072	2,001,346
Fidelity Freedom 2020 Fund	1,161,076	818,595
Fidelity Freedom 2035 Fund	678,432	651,500
Fidelity Freedom 2030 Fund	623,345	667,931
Fidelity Freedom 2000 Fund	479,846	418,356
Fidelity Freedom 2015 Fund	473,545	489,065
Other mutual funds	3,184,354	1,882,810
	<u>\$ 8,766,911</u>	<u>\$ 6,931,730</u>
		-
Notes receivable from participants*	<u>\$ 283,744</u>	<u>\$ 160,911</u>

*Amount represents less than 5% of Plan's net assets as of December 31, 2012 and 2011.

Fidelity also certified to the completeness and accuracy of \$673,799 of net appreciation in fair value of mutual funds, \$257,313 of interest and dividends related to the aforementioned Plan assets, and \$9,688 of interest related to notes receivable from participants for the year ended December 31, 2012.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that priorities 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 fair value hierarchy are described below:

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.

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 to the valuation methodology are unobservable and significant to the fair value measurement.

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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Following is a description of the valuation methodologies used for assets measured at fair value:

Shares of registered investment companies (mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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 mutual funds are deemed to be actively traded.

Money market fund: Valued at the NAV of shares held by the Plan at year end.

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.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following tables set forth by major type and level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market fund:				
Cash equivalents fund	\$ -	\$ 7,241	\$ -	\$ 7,241
Shares of registered investment companies (mutual funds):				
Asset allocation funds	6,556,787	-	-	6,556,787
Bond funds	617,392	-	-	617,392
Domestic equity funds				
Large cap funds	523,543	-	-	523,543
Mid cap funds	516,276	-	-	516,276
Small cap funds	445,949	-	-	445,949
International equity funds	99,723	-	-	99,723
Total	\$ 8,759,670	\$ 7,241	\$ -	\$ 8,766,911
	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market fund:				
Cash equivalents fund	\$ -	\$ 2,127	\$ -	\$ 2,127
Shares of registered investment companies (mutual funds):				
Asset allocation funds	5,819,805	-	-	5,819,805
Bond funds	488,040	-	-	488,040
Domestic equity funds				
Large cap funds	219,782	-	-	219,782
Mid cap funds	219,136	-	-	219,136
Small cap funds	141,807	-	-	141,807
International equity funds	41,033	-	-	41,033
Total	\$ 6,929,603	\$ 2,127	\$ -	\$ 6,931,730

Changes in fair value levels: The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

The following table sets forth a summary of the Plan's Level 2 investments for which fair value is estimated using the net asset value per share (or its equivalent) as of December 31, 2012 and 2011:

	December 31, 2012				
	Fair Value Estimated Using Net Asset Value Per Share				
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Restrictions	Redemption Notice Period
Money market fund (a)	\$ 7,241	\$ -	Daily	None	None

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

December 31, 2011					
Fair Value Estimated Using Net Asset Value Per Share					
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Money market fund (a)	\$ 2,127	\$ -	Daily	None	None

(a) This fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity by investing in high-quality, short-term money market securities.

Note 5. Parties-in-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Accordingly, the contributions of the Employer are considered party-in-interest transactions. The Plan's assets are held by Fidelity, the trustee of the Plan, and, therefore, Fidelity qualifies as a party-in-interest. Administrative expenses paid by the Plan for the trustee and recordkeeper services amounted to \$4,362 during the year ended December 31, 2012. LPL Financial (LPL) and Fiduciary First provide consulting services as defined by the Retirement Plan Consulting Service Agreement and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to LPL and Fiduciary First by the Plan for consulting services amounted to \$21,881 and \$18,578, respectively, during the year ended December 31, 2012. Certain employees of the Company provide administrative services for the Plan and are not reimbursed for those services from the Plan. Certain other administrative expenses such as audit fees are paid by the Plan Sponsor on behalf of the Plan.

Note 6. Income Tax Status

Effective October 1, 2011, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management & Research Company. The volume submitter plan has received an opinion letter, dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since the adoption date. The Plan Administrator believes the Plan, as amended, is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Note 7. Plan Termination and Amendment

Although the Company has not expressed any intent to do so, the Company has the right under the Plan agreement to amend any or all provisions of the Plan as well as discontinue its contributions or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. These 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 and the level of uncertainty related to changes in the values of the 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 benefit and the statement of changes in net assets available for benefits.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

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

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
#	Money market fund:			
*	Fidelity Investments	Fidelity Money Market Trust Retirement Money Market Portfolio	**	\$ 7,241
#	Shares of registered investment companies (mutual funds):			
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	2,159,072
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	1,161,076
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	678,432
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	623,345
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	479,846
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	473,545
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	414,678
*	Fidelity Investments	Fidelity Trend Fund	**	384,203
	Metropolitan West	Metropolitan West Total Return Bond Fund Class M	**	377,726
	T. Rowe Price	T. Rowe Price Mid-Cap Growth Fund	**	360,458
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	286,733
	Janus	Janus Triton Fund Class T	**	267,158
*	Fidelity Investments	Fidelity Capital & Income Fund	**	239,666
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	203,984
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	142,754
*	Fidelity Investments	Spartan Extended Market Index Fund Investor Class	**	121,928
	Oppenhiemer Funds	Oppenhiemer Developing Markets Fund Class A	**	78,181
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	75,912
*	Fidelity Investments	Spartan Total Market Index Fund Investor Class	**	71,854
	Invesco	Invesco Diversified Dividend Fund Institutional Class	**	59,590
	Heartland Funds	Heartland Value Plus Fund	**	36,037
	Ariel Investments	Ariel Appreciation Fund	**	21,932
	Franklin Templeton Investments	Templeton Foreign Fund Class A	**	21,542
	RidgeWorth Investments	RidgeWorth Mid-Cap Value Equity Fund Class I	**	11,958
	Neuberger Berman	Neuberger Berman Guardian Fund Trust Class	**	7,896
*	Fidelity Investments	Fidelity Freedom 2005 Fund	**	164
*#	Participants	Notes receivable from participants (maturity dates range from May 2013 through May 2026 and interest rates range from 4.25% to 9.25%)	**	283,744 <u>\$ 9,050,655</u>

* Indicates a party-in-interest, as defined by ERISA.

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

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Plan Administrator
Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI
Orlando, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thrift and Profit Sharing Plan and Trust for Employees of Cues Division of ELXSI (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the 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 3, 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. 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 to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012, is required by the United States Department of Labor's 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. The supplemental schedule is the responsibility of the Plan's management. 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Orlando, Florida
October 14, 2013

**Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI**

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

	2012	2011
Assets:		
Investments, at fair value (Notes 3 and 4):		
Shares of registered investment companies (mutual funds)	\$ 8,759,670	\$ 6,929,603
Money market fund	7,241	2,127
Total investments	8,766,911	6,931,730
 Receivables:		
Notes from participants (Note 3)	283,744	160,911
Company contributions	200,000	250,000
Total receivables	483,744	410,911
 Net assets available for benefits	\$ 9,250,655	\$ 7,342,641

See Notes to Financial Statements.

**Thrift and Profit Sharing Plan and Trust for
Employees of the Cues Division of ELXSI**

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

Additions from net assets attributed to:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 673,799
Interest and dividend income	257,313
Investment income	<u>931,112</u>
Interest income on notes receivable from participants (Note 3)	<u>9,688</u>
Contributions:	
Participant contributions	775,991
Company contributions	483,186
Total contributions	<u>1,259,177</u>
Total additions	<u>2,199,977</u>
Deductions from net assets attributed to:	
Benefits paid to participants	247,142
Administrative expenses (Note 5)	44,821
Total deductions	<u>291,963</u>
Net increase in net assets available for benefits	1,908,014
Net assets available for benefits:	
Beginning of year	7,342,641
End of year	<u>\$ 9,250,655</u>

See Notes to Financial Statements.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI (the "Plan"), as amended and restated effective October 1, 2011, 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 substantially all employees of Cues, a division of ELXSI (the "Company", "Employer", or "Plan sponsor"), and was organized to facilitate savings for retirement by employees. Residents of Puerto Rico, nonresident aliens with no income from a U.S. source and employees of ELXSI Corporation who are not substantial service employees, as defined, are excluded from participation. The Plan was amended effective October 1, 2011, allowing employees to become eligible to participate in the Plan effective as of the first day of the month subsequent to their first day of employment with the Company. Prior to October 1, 2011, employees of Cues became eligible to participate in the Plan effective as of the first day of the month subsequent to the employee's completion of 90 days of service with Cues. . The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: Plan participants may voluntarily contribute, on a pre-tax basis, up to 100% of their annual compensation to the Plan up to the maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service. Participants may also rollover amounts representing distributions from other eligible retirement plans. All contributions are held in trust and invested by the Plan's trustee in accordance with the options elected by the participants (i.e. all investments are participant directed). The maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service, was \$17,000 for 2012. Employees age 50 and older may be eligible to make additional "catch-up" contributions subject to certain limitations and restrictions as determined by the Internal Revenue Service. The maximum allowable catch-up contribution was \$5,500 for 2012.

All eligible participants who did not affirmatively elect a deferral contribution in the Plan, or did not opt out of the Plan, will be automatically enrolled in the Plan and will defer 3% of the participant's compensation. These contributions are invested in a fund option which is determined by the age of the individual Plan participant. The fund options with Fidelity are the Fidelity Freedom Funds. On January 1 of each year, all active participants will automatically have a 1% increase in the deferral amount unless the participant elects to reject this option or have reached 10% deferral.

Effective January 1, 2012 the Plan agreement was amended to permit a qualified automatic contribution arrangement ("QACA") which allows the Company to contribute and match to each eligible participant's account an amount equal to 100% of the 1% of compensation, and 50% of the next 5% of compensation contributed by the employee to the Plan. In addition, the Company may make additional profit sharing contributions which are allocated to all participants based on compensation as a percent of compensation of all eligible participants in an amount to be determined by the Board of Directors, but not to exceed 4% of an eligible participant's compensation. For the year ended December 31, 2012, the Company's profit sharing contribution was \$200,000, or 1.72% of each eligible participant's total compensation. Participant and employer matching contributions are added to their accounts each pay period, and the profit sharing contribution was made in February 2013. Plan participants must be employed by the Company as of the Plan's year end in order to earn the profit sharing contribution.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Participant accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, their pro rata share of Company's matching and profit sharing contributions, if any, and an allocation of Plan earnings (including market value adjustments on Plan investments) and charged with allocations of Plan losses and administrative expenses. Allocations are based on participant account balances, as defined in the Plan agreement. A participant is entitled to the benefit that can be provided from the participant's vested account.

Vesting: Employee contributions and rollover contributions plus or minus actual earnings or losses thereon have full and immediate vesting. The Company's profit sharing contributions (and earnings or losses thereon) vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4 or more	100%

The Company's matching contributions (and earnings or losses thereon) for employees hired prior to January 1, 2012 vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2 or more	100%

The Company's matching contributions (and earnings or losses thereon) for employees hired after January 1, 2012 vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	100%

Participant accounts become fully vested regardless of the above vesting schedule upon death, disability, attainment of normal retirement age, or upon termination of the Plan.

Investment options: Upon enrollment in the Plan, a participant may elect to invest both participant and Company contributions in a variety of investment choices. Participants may change their investment options at any time.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested balance in the Plan. A participant may not have more than two notes outstanding at any time. The notes signed by the participant are collateralized by a portion of the balance in the participant's account and bear interest at a fixed rate (prime plus 1% as determined on the first business day of each month), which ranged from 4.25% to 9.25% as of December 31, 2012. Principal and interest are repaid ratably through payroll deductions. Notes with an original face amount of less than \$2,000 are repaid within a period of no more than three years. All other notes are repaid within a period of five years, except notes to acquire the participant's principal residence which must be repaid in a reasonable period of time, not to exceed 10 years.

Payment of benefits: Distributions of a participant's account are made upon retirement from the Company, in cases of financial hardship, termination from service with the Company, death, disability, and in-service for those participants who are still employed and who have reached the age of 59½. The normal retirement age, as defined by the Plan, is 65. Distributions after termination of service are made in a single lump-sum payment as soon as administratively feasible. If a participant terminates before retirement, the participant will receive a lump sum payment of their account balance or if the account exceeds \$1,000, the participant may elect to defer any distribution up to age 70½ or until they retire, whichever is later.

Forfeited accounts: Any non-vested account balance after the distribution of a terminated participant's vested account balance is forfeited. Forfeitures of participants' non-vested account balances are used first to pay Plan expenses and then to reduce the Company's contributions to the Plan. During the year ended December 31, 2012, forfeitures of \$3,285 were used for administrative expenses. As of December 31, 2012 and 2011, forfeited non-vested accounts totaled \$1,114 and \$1,618, respectively.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

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

Investment valuation and income recognition: 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. The Plan sponsor's Board of Directors determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 4 for discussion of fair value measurements.

Interest income is recorded on the accrual basis as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. Purchases and sales of securities are recorded on a trade-date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Contributions: Contributions from Plan participants are recorded in the year in which the participant contributions are withheld from amounts paid. Employer contributions are recognized upon authorization as the underlying compensation is recognized. Profit sharing contributions are recognized upon authorization as the underlying compensation is recognized. All participant and employer contributions are participant-directed.

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 reclassified as distributions based upon the terms of the Plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Administrative expenses which are not paid by the Plan sponsor are paid directly from the Plan assets. Administrative expenses paid by the Plan include investment management services and consulting services incurred in connection with the administration of the Plan.

Income taxes: GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would be sustained upon examination by a tax authority. Management has evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2009.

Accounting pronouncement adopted: In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended Accounting Standard Codification ("ASC") 820, *Fair Value Measurement*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for the annual periods beginning after December 15, 2011. See Note 4 for the effect of this adoption.

Accounting pronouncement not yet effective: 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 Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standard Codifications 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, for non-public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of the remaining portions of ASU 2012-04 is not expected to have a material effect on subsequent periods.

Subsequent events: The Plan Administrator has evaluated subsequent events (events occurring after December 31, 2012) through October 14, 2013, which is the date these financial statements were available to be issued.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 3. Information Certified or Provided by Trustee

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 by or derived from information certified or provided Fidelity Management Trust Company ("Fidelity"), the trustee under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and asset activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor'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 this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in this Plan as of December 31, 2012 and 2011 which were certified by Fidelity. Single assets representing 5% or more of the Plan's net assets are separately identified:

	2012	2011
Investments, at fair value:		
Money market fund:		
Fidelity Money Market Trust Retirement Money Market Fund*	\$ 7,241	\$ 2,127
Shares of registered investment companies (mutual funds):		
Fidelity Freedom 2025 Fund	2,159,072	2,001,346
Fidelity Freedom 2020 Fund	1,161,076	818,595
Fidelity Freedom 2035 Fund	678,432	651,500
Fidelity Freedom 2030 Fund	623,345	667,931
Fidelity Freedom 2000 Fund	479,846	418,356
Fidelity Freedom 2015 Fund	473,545	489,065
Other mutual funds	3,184,354	1,882,810
	<u>\$ 8,766,911</u>	<u>\$ 6,931,730</u>
		-
Notes receivable from participants*	<u>\$ 283,744</u>	<u>\$ 160,911</u>

*Amount represents less than 5% of Plan's net assets as of December 31, 2012 and 2011.

Fidelity also certified to the completeness and accuracy of \$673,799 of net appreciation in fair value of mutual funds, \$257,313 of interest and dividends related to the aforementioned Plan assets, and \$9,688 of interest related to notes receivable from participants for the year ended December 31, 2012.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that priorities 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 fair value hierarchy are described below:

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.

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 to the valuation methodology are unobservable and significant to the fair value measurement.

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. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Following is a description of the valuation methodologies used for assets measured at fair value:

Shares of registered investment companies (mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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 mutual funds are deemed to be actively traded.

Money market fund: Valued at the NAV of shares held by the Plan at year end.

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.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following tables set forth by major type and level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market fund:				
Cash equivalents fund	\$ -	\$ 7,241	\$ -	\$ 7,241
Shares of registered investment companies (mutual funds):				
Asset allocation funds	6,556,787	-	-	6,556,787
Bond funds	617,392	-	-	617,392
Domestic equity funds				
Large cap funds	523,543	-	-	523,543
Mid cap funds	516,276	-	-	516,276
Small cap funds	445,949	-	-	445,949
International equity funds	99,723	-	-	99,723
Total	\$ 8,759,670	\$ 7,241	\$ -	\$ 8,766,911
	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market fund:				
Cash equivalents fund	\$ -	\$ 2,127	\$ -	\$ 2,127
Shares of registered investment companies (mutual funds):				
Asset allocation funds	5,819,805	-	-	5,819,805
Bond funds	488,040	-	-	488,040
Domestic equity funds				
Large cap funds	219,782	-	-	219,782
Mid cap funds	219,136	-	-	219,136
Small cap funds	141,807	-	-	141,807
International equity funds	41,033	-	-	41,033
Total	\$ 6,929,603	\$ 2,127	\$ -	\$ 6,931,730

Changes in fair value levels: The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

The following table sets forth a summary of the Plan's Level 2 investments for which fair value is estimated using the net asset value per share (or its equivalent) as of December 31, 2012 and 2011:

	December 31, 2012				
	Fair Value Estimated Using Net Asset Value Per Share				
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Restrictions	Redemption Notice Period
Money market fund (a)	\$ 7,241	\$ -	Daily	None	None

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

December 31, 2011					
Fair Value Estimated Using Net Asset Value Per Share					
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Money market fund (a)	\$ 2,127	\$ -	Daily	None	None

(a) This fund seeks to obtain as high a level of current income as is consistent with the preservation of capital and liquidity by investing in high-quality, short-term money market securities.

Note 5. Parties-in-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Accordingly, the contributions of the Employer are considered party-in-interest transactions. The Plan's assets are held by Fidelity, the trustee of the Plan, and, therefore, Fidelity qualifies as a party-in-interest. Administrative expenses paid by the Plan for the trustee and recordkeeper services amounted to \$4,362 during the year ended December 31, 2012. LPL Financial (LPL) and Fiduciary First provide consulting services as defined by the Retirement Plan Consulting Service Agreement and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to LPL and Fiduciary First by the Plan for consulting services amounted to \$21,881 and \$18,578, respectively, during the year ended December 31, 2012. Certain employees of the Company provide administrative services for the Plan and are not reimbursed for those services from the Plan. Certain other administrative expenses such as audit fees are paid by the Plan Sponsor on behalf of the Plan.

Note 6. Income Tax Status

Effective October 1, 2011, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management & Research Company. The volume submitter plan has received an opinion letter, dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since the adoption date. The Plan Administrator believes the Plan, as amended, is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Note 7. Plan Termination and Amendment

Although the Company has not expressed any intent to do so, the Company has the right under the Plan agreement to amend any or all provisions of the Plan as well as discontinue its contributions or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

Notes to Financial Statements

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. These 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 and the level of uncertainty related to changes in the values of the 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 benefit and the statement of changes in net assets available for benefits.

Thrift and Profit Sharing Plan and Trust for Employees of the Cues Division of ELXSI

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

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
#	Money market fund:			
*	Fidelity Investments	Fidelity Money Market Trust Retirement Money Market Portfolio	**	\$ 7,241
#	Shares of registered investment companies (mutual funds):			
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	2,159,072
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	1,161,076
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	678,432
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	623,345
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	479,846
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	473,545
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	414,678
*	Fidelity Investments	Fidelity Trend Fund	**	384,203
	Metropolitan West	Metropolitan West Total Return Bond Fund Class M	**	377,726
	T. Rowe Price	T. Rowe Price Mid-Cap Growth Fund	**	360,458
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	286,733
	Janus	Janus Triton Fund Class T	**	267,158
*	Fidelity Investments	Fidelity Capital & Income Fund	**	239,666
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	203,984
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	142,754
*	Fidelity Investments	Spartan Extended Market Index Fund Investor Class	**	121,928
	Oppenhiemer Funds	Oppenhiemer Developing Markets Fund Class A	**	78,181
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	75,912
*	Fidelity Investments	Spartan Total Market Index Fund Investor Class	**	71,854
	Invesco	Invesco Diversified Dividend Fund Institutional Class	**	59,590
	Heartland Funds	Heartland Value Plus Fund	**	36,037
	Ariel Investments	Ariel Appreciation Fund	**	21,932
	Franklin Templeton Investments	Templeton Foreign Fund Class A	**	21,542
	RidgeWorth Investments	RidgeWorth Mid-Cap Value Equity Fund Class I	**	11,958
	Neuberger Berman	Neuberger Berman Guardian Fund Trust Class	**	7,896
*	Fidelity Investments	Fidelity Freedom 2005 Fund	**	164
*#	Participants	Notes receivable from participants (maturity dates range from May 2013 through May 2026 and interest rates range from 4.25% to 9.25%)	**	283,744 <u>\$ 9,050,655</u>

* Indicates a party-in-interest, as defined by ERISA.

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

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.