Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HOLSTEN MANAGEMENT CO 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1999

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

HOLSTEN MANAGEMENT CO

1020 W MONTROSE AVE
CHICAGO, IL 60613

1020 W MONTROSE AVE
CHICAGO, IL 60613

2b Employer Identification Number (EIN)
36-3634191

2c Sponsor's telephone number
312-337-5339

2d Business code (see instructions)
519100

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.	05/15/2014	PETER HOLSTEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	133
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**	77
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	37
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	114
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	114
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	78
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
HOLSTEN MANAGEMENT CO 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOLSTEN MANAGEMENT CO

D Employer Identification Number (EIN)
36-3634191

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PAYCHEX SECURITIES CORPORATION

16-1486352

(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)

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
HOLSTEN MANAGEMENT CO 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOLSTEN MANAGEMENT CO

D Employer Identification Number (EIN)
36-3634191

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	335808	447434
(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)	77444	92377
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	960034	974746
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1373286	1514557
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1373286	1514557

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)	53101	
	(B) Participants	2a(1)(B)	98402	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		151503
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	3206	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3206
	(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)	17790	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		17790
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		100525
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		273024
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	127717	
(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)		127717
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	910	
(2) Contract administrator fees	2i(2)	2706	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	420	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4036
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		131753
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		141271
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) [X] 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 [X] No

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

(1) Name: FLS GROUP, LLC **(2)** EIN: 27-0515957

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HOLSTEN MANAGEMENT CO 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOLSTEN MANAGEMENT CO

D Employer Identification Number (EIN)
36-3634191

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**

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): 16-1470238

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT

HOLSTEN MANAGEMENT CO
401(K) PROFIT SHARING PLAN AND TRUST

DECEMBER 31, 2012

Holsten Management Co 401(k) Profit Sharing Plan and Trust

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FLS GROUP, LLC
Certified Public Accountants

4709 W. Golf Rd., Ste. 200
Skokie, IL 60076

773-777-4445 tel
847-972-5977 fax

INDEPENDENT AUDITORS' REPORT

To the Trustee and Plan Administrator
Holsten Management Co 401(k) Profit Sharing Plan and Trust

We were engaged to audit the accompanying Statement of Net Assets Available For Benefits of Holsten Management Co 401(k) Profit Sharing Plan and Trust as of December 31, 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets Held (At End of Year) as of December 31, 2012. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Mid Atlantic Trust Company the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Mid Atlantic Trust Company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

FLS Group, LLC

FLS GROUP, LLC
Certified Public Accountants
Skokie, Illinois

December 27, 2013

Holsten Management Co 401(k) Profit Sharing Plan and Trust

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012

Cash	$	447,434
Investments, at fair value		
Mutual Funds		974,746
Receivables		
Notes receivable from participants		92,377
Net assets available for benefits	$	1,514,557

See notes to financial statements

Holsten Management Co 401(k) Profit Sharing Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Additions to net assets attributed to:	
Investment income	
Interest	$ 3,206
Dividends	17,790
Net appreciation (depreciation) in fair value	100,525
Total investment income (loss)	121,521
Contributions	
Participants	98,402
Employer	53,101
Rollovers	-
Total contributions	151,503
Total additons	273,024
Deductions from net assets attributed to:	
Benefits paid to participants	127,717
Administrative expenses	4,036
Total deductions	131,753
Net increase	141,271
Net assets available for benefits - beginning of year	1,373,286
Net assets available for benefits - end of year	$ 1,514,557

See notes to financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Holsten Management Co (Company) 401(k) Profit Sharing Plan and Trust (Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have completed at least one year of service (1,000 hours or at least 500 hours to avoid a break in eligibility service) and at least 21 years of age. Employees meeting the following criteria are excluded from participation in the Plan: a) employees subject to the terms of a collective bargaining agreement b) employees who are nonresident aliens and receive no earned income from the employer within the United States and c) employees who have become employees as a result of an asset or stock acquisition, merger or similar transaction involving a change in the employer of a trade or business (during the transition period only). An eligible employee may enter the Plan immediately after the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a portion of pretax annual compensation, as defined in the Plan. During 2012, participants were allowed to contribute up to $17,000 ($22,500 for participants over 50 years of age). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. As of December 31, 2012, the Plan offered 21 mutual funds as investment options for participants. In addition, participants may invest in a money market account.

The Company contributes safe harbor matching contributions equal to 100% of compensation that a participant contributes to the Plan, up to an annual maximum of $2,000, as a matching Company contribution. All Company contributions are invested in the investment options offered by the Plan at the direction of the participants. Contributions are subject to certain limitations.

Participant Accounts

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

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Participants are vested in employer matching contributions, plus actual earning thereon in accordance with the following vesting schedule:

Years of Vesting Service	Percentage Vested
Less than 1 year	0%
1 year	20%
2 years	40% (not less than 20%)
3 years	60% (not less than 40%)
4 years	80% (not less than 60%)
5 years	100% (not less than 80%)
6 years	100%

Participants must complete 1,000 hours of service in order to be credited with a year of vesting service or at least 500 hours of service to avoid a break in vesting service.

Notes Receivable from Participants

Participants may borrow from the fund the lesser of $50,000 or 50% of their account balance. Each loan is secured by the balance in the respective participant's account and bears interest at 1% over the Prime Rate published in the Wall Street Journal on the first business day of the month the loan is issued. Current loans outstanding bear interest at rates ranging from 4.25% to 8.50%. Principal and interest are paid ratably through weekly or bi-weekly payroll deductions.

Payment of Benefits

Following termination of service due to death, disability, or retirement, a participant may receive either a lump sum payment of their entire vested account balance, or a partial distribution of any portion of their vested account balance. Vested account balances exceeding $1,000, but less than $5,000, at the time of termination may automatically be distributed as a lump sum payment of the entire vested account balance.

Plan Administration Costs

For 2012, certain costs of Plan administration were absorbed by the Plan assets.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuations and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted market price of the fund, which represents the 3 (NAV) of the shares held by the fund at year end.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

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

NOTE 3 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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.

NOTE 3 - FAIR VALUE MEASUREMENTS - CONTINUED

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from a 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 Plan's assets or liabilities are valued within a fair value hierarchy and are 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 the observable inputs and minimize the use of unobservable inputs.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Equity funds	$ -	$ 608,074	$ -	$ 608,074
Fixed income funds	-	127,479	-	127,479
Balanced funds	-	239,193	-	239,193
Cash	447,434	-	-	447,434
	$ 447,434	$ 974,746	$ -	$ 1,422,180

NOTE 4 - NOTES RECEIVABLE FROM PARTICIPANTS

The following table sets a summary of changes in the notes receivable from participants for the years ended December 31, 2012:

Balance, January 1	$ 77,444
Loans issued	54,827
Interest assessed	3,206
Loan repayments, including interest	(37,641)
Distributed loans	(5,459)
Balance, December 31	$ 92,377

NOTE 5 - INVESTMENTS CERTIFIED BY PLAN CUSTODIAN (UNAUDITED)

Boston Financial Data Services, Inc., as transfer agent for Legg Mason Funds, certified the fair value of all investments and investment transactions as of December 31, 2012, and for the year then ended. In addition, Mid Atlantic Trust Company certified the fair value of all investments and investment transactions as of December 31, 2012, and for the period from June 1, 2012, through December 31, 2012. The certifications include investment income, realized and unrealized gains and losses, and certain supplemental information.

During 2012, the Plan's participant directed investments (including investments bought, sold and held during the year) appreciated in value by $100,525.

The following table presents investments at December 31, 2012, which represent 5% or more of the Plan's net assets:

	Number of Units	Fair Value
BlackRock Mid Cap Value Opportunities Fund Class R Shares	7,339.77	$ 126,978
Franklin Growth Series Class R	3,103.91	$ 156,251
Franklin Rising Dividends Rund Class R	4,710.88	$ 177,695
Franklin Small Cap Value Fund Class R	2,428.51	$ 111,954
Delaware Diversified Income Fund Class R	13,473.44	$ 125,842
BlackRock Global Allocation Fund Class R Shares	5,311.89	$ 101,403
Franklin Income Series Class R	45,389.47	$ 100,311
Fidelity Prime Fund - Daily Money Class	447,434.00	$ 447,434

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - RELATED PARTY TRANSACTIONS

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. As of December 31, 2012, certain investments were held by Mid Atlantic Trust Company. Fees paid by the Plan to parties-in-interest for investment management services amounted to $4,036 for the year ended December 31, 2012.

NOTE 8 - TAX STATUS

The Internal Revenue Service has determined and informed the prototype plan sponsor, by a letter dated March 31, 2008, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code. The Plan has adopted the prototype plan of the sponsor.

The Plan was amended and restated, effective January 1, 2012, to adopt a new prototype plan. The Plan has been amended since receiving the determination letter dated March 31, 2008. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

As of December 31, 2012, the Plan did not have any uncertain tax positions, which it is obligated to disclose in accordance with ASC 740 formerly known as FASB Interpretation Number (FIN 48), *Accounting for Uncertain Tax Positions.* The Plan follows a conservative approach of research and open disclosure in regard to its tax-exempt status and positions held.

NOTE 9 - SUBSEQUENT EVENTS

Management of the Plan has evaluated events subsequent to the balance sheet date of December 31, 2012, through October 14, 2013, the date the financial statements were available to be issued. It has concluded that there are no effects that provide additional evidence about conditions that existed at the balance sheet date that require recognition in the financial statements for the year ended December 31, 2012, or related note disclosures.

SUPPLEMENTAL INFORMATION

Holsten Management Co 401(k) Profit Sharing Plan and Trust

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

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Number of shares/par	(d) ** Cost	(e) Current Value
	BlackRock	BlackRock Equity Dividend Fund Class R Shares	1,761.55	N/A	$ 35,196
	BlackRock	BlackRock Mid Cap Value Opportunities Fund Class R Shares	7,339.77	N/A	126,978
	Franklin	Franklin Growth Series Class R	3,103.91	N/A	156,251
	Franklin	Franklin Rising Dividends Fund Class R	4,710.88	N/A	177,695
	Franklin	Franklin Small Cap Value Fund Class R	2,428.51	N/A	111,954
	Delaware	Delaware Diversified Income Fund Class R	13,473.44	N/A	125,842
	Oppenheimer Funds	Oppenheimer Limited-Term Government Fund Class N	43.67	N/A	407
	Oppenheimer Funds	Oppenheimer International Bond Fund Class N	62.79	N/A	413
	PIMCO	PIMCO Real Return Fund Class R	16.58	N/A	203
	PIMCO	PIMCO Short-Term Fund Class R	20.63	N/A	204
	Pioneer	Pioneer High Yield Fund Class R	17.78	N/A	206
	Pioneer	Pioneer Strategic Income Fund Class R	17.84	N/A	204
	AllianceBernstein	AllianceBernstein 2055 Retirement Strategy Fund Class R	98.24	N/A	786
	AllianceBernstein	AllianceBernstein 2050 Retirement Strategy Fund Class R	808.41	N/A	6,378
	AllianceBernstein	AllianceBernstein 2045 Retirement Strategy Fund Class R	337.57	N/A	3,443
	AllianceBernstein	AllianceBernstein 2040 Retirement Strategy Fund Class R	42.59	N/A	445
	AllianceBernstein	AllianceBernstein 2035 Retirement Strategy Fund Class R	1,254.45	N/A	12,795
	AllianceBernstein	AllianceBernstein 2025 Retirement Strategy Fund Class R	816.25	N/A	8,440
	AllianceBernstein	AllianceBernstein 2020 Retirement Strategy Fund Class R	508.08	N/A	5,192
	BlackRock	BlackRock Global Allocation Fund Class R Shares	5,311.89	N/A	101,403
	Franklin	Franklin Income Series Class R	45,389.47	N/A	100,311
*	Cash	Fidelity Prime Fund - Daily Money Class	447,434.00	N/A	447,434
*	Participant Loans	Loans, 4.25% - 8.50%		N/A	92,377
					$ 1,514,557

* Party in Interest

** Cost omitted because the Plan is an individual account plan with participant-directed investments

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT

HOLSTEN MANAGEMENT CO
401(K) PROFIT SHARING PLAN AND TRUST

DECEMBER 31, 2012

Holsten Management Co 401(k) Profit Sharing Plan and Trust

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FLS GROUP, LLC
Certified Public Accountants

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773-777-4445 tel
847-972-5977 fax

INDEPENDENT AUDITORS' REPORT

To the Trustee and Plan Administrator
Holsten Management Co 401(k) Profit Sharing Plan and Trust

We were engaged to audit the accompanying Statement of Net Assets Available For Benefits of Holsten Management Co 401(k) Profit Sharing Plan and Trust as of December 31, 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets Held (At End of Year) as of December 31, 2012. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Mid Atlantic Trust Company the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Mid Atlantic Trust Company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

FLS Group, LLC

FLS GROUP, LLC
Certified Public Accountants
Skokie, Illinois

December 27, 2013

Holsten Management Co 401(k) Profit Sharing Plan and Trust

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012

Cash	$	447,434
Investments, at fair value		
Mutual Funds		974,746
Receivables		
Notes receivable from participants		92,377
Net assets available for benefits	$	1,514,557

See notes to financial statements

Holsten Management Co 401(k) Profit Sharing Plan and Trust

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Additions to net assets attributed to:	
Investment income	
Interest	$ 3,206
Dividends	17,790
Net appreciation (depreciation) in fair value	100,525
Total investment income (loss)	121,521
Contributions	
Participants	98,402
Employer	53,101
Rollovers	-
Total contributions	151,503
Total additons	273,024
Deductions from net assets attributed to:	
Benefits paid to participants	127,717
Administrative expenses	4,036
Total deductions	131,753
Net increase	141,271
Net assets available for benefits - beginning of year	1,373,286
Net assets available for benefits - end of year	$ 1,514,557

See notes to financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Holsten Management Co (Company) 401(k) Profit Sharing Plan and Trust (Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have completed at least one year of service (1,000 hours or at least 500 hours to avoid a break in eligibility service) and at least 21 years of age. Employees meeting the following criteria are excluded from participation in the Plan: a) employees subject to the terms of a collective bargaining agreement b) employees who are nonresident aliens and receive no earned income from the employer within the United States and c) employees who have become employees as a result of an asset or stock acquisition, merger or similar transaction involving a change in the employer of a trade or business (during the transition period only). An eligible employee may enter the Plan immediately after the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a portion of pretax annual compensation, as defined in the Plan. During 2012, participants were allowed to contribute up to $17,000 ($22,500 for participants over 50 years of age). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. As of December 31, 2012, the Plan offered 21 mutual funds as investment options for participants. In addition, participants may invest in a money market account.

The Company contributes safe harbor matching contributions equal to 100% of compensation that a participant contributes to the Plan, up to an annual maximum of $2,000, as a matching Company contribution. All Company contributions are invested in the investment options offered by the Plan at the direction of the participants. Contributions are subject to certain limitations.

Participant Accounts

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

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Participants are vested in employer matching contributions, plus actual earning thereon in accordance with the following vesting schedule:

Years of Vesting Service	Percentage Vested
Less than 1 year	0%
1 year	20%
2 years	40% (not less than 20%)
3 years	60% (not less than 40%)
4 years	80% (not less than 60%)
5 years	100% (not less than 80%)
6 years	100%

Participants must complete 1,000 hours of service in order to be credited with a year of vesting service or at least 500 hours of service to avoid a break in vesting service.

Notes Receivable from Participants

Participants may borrow from the fund the lesser of $50,000 or 50% of their account balance. Each loan is secured by the balance in the respective participant's account and bears interest at 1% over the Prime Rate published in the Wall Street Journal on the first business day of the month the loan is issued. Current loans outstanding bear interest at rates ranging from 4.25% to 8.50%. Principal and interest are paid ratably through weekly or bi-weekly payroll deductions.

Payment of Benefits

Following termination of service due to death, disability, or retirement, a participant may receive either a lump sum payment of their entire vested account balance, or a partial distribution of any portion of their vested account balance. Vested account balances exceeding $1,000, but less than $5,000, at the time of termination may automatically be distributed as a lump sum payment of the entire vested account balance.

Plan Administration Costs

For 2012, certain costs of Plan administration were absorbed by the Plan assets.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuations and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted market price of the fund, which represents the 3 (NAV) of the shares held by the fund at year end.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

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

NOTE 3 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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.

NOTE 3 - FAIR VALUE MEASUREMENTS - CONTINUED

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from a 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 Plan's assets or liabilities are valued within a fair value hierarchy and are 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 the observable inputs and minimize the use of unobservable inputs.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Equity funds	$ -	$ 608,074	$ -	$ 608,074
Fixed income funds	-	127,479	-	127,479
Balanced funds	-	239,193	-	239,193
Cash	447,434	-	-	447,434
	$ 447,434	$ 974,746	$ -	$ 1,422,180

NOTE 4 - NOTES RECEIVABLE FROM PARTICIPANTS

The following table sets a summary of changes in the notes receivable from participants for the years ended December 31, 2012:

Balance, January 1	$ 77,444
Loans issued	54,827
Interest assessed	3,206
Loan repayments, including interest	(37,641)
Distributed loans	(5,459)
Balance, December 31	$ 92,377

NOTE 5 - INVESTMENTS CERTIFIED BY PLAN CUSTODIAN (UNAUDITED)

Boston Financial Data Services, Inc., as transfer agent for Legg Mason Funds, certified the fair value of all investments and investment transactions as of December 31, 2012, and for the year then ended. In addition, Mid Atlantic Trust Company certified the fair value of all investments and investment transactions as of December 31, 2012, and for the period from June 1, 2012, through December 31, 2012. The certifications include investment income, realized and unrealized gains and losses, and certain supplemental information.

During 2012, the Plan's participant directed investments (including investments bought, sold and held during the year) appreciated in value by $100,525.

The following table presents investments at December 31, 2012, which represent 5% or more of the Plan's net assets:

	Number of Units	Fair Value
BlackRock Mid Cap Value Opportunities Fund Class R Shares	7,339.77	$ 126,978
Franklin Growth Series Class R	3,103.91	$ 156,251
Franklin Rising Dividends Rund Class R	4,710.88	$ 177,695
Franklin Small Cap Value Fund Class R	2,428.51	$ 111,954
Delaware Diversified Income Fund Class R	13,473.44	$ 125,842
BlackRock Global Allocation Fund Class R Shares	5,311.89	$ 101,403
Franklin Income Series Class R	45,389.47	$ 100,311
Fidelity Prime Fund - Daily Money Class	447,434.00	$ 447,434

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - RELATED PARTY TRANSACTIONS

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. As of December 31, 2012, certain investments were held by Mid Atlantic Trust Company. Fees paid by the Plan to parties-in-interest for investment management services amounted to $4,036 for the year ended December 31, 2012.

NOTE 8 - TAX STATUS

The Internal Revenue Service has determined and informed the prototype plan sponsor, by a letter dated March 31, 2008, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code. The Plan has adopted the prototype plan of the sponsor.

The Plan was amended and restated, effective January 1, 2012, to adopt a new prototype plan. The Plan has been amended since receiving the determination letter dated March 31, 2008. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

As of December 31, 2012, the Plan did not have any uncertain tax positions, which it is obligated to disclose in accordance with ASC 740 formerly known as FASB Interpretation Number (FIN 48), *Accounting for Uncertain Tax Positions.* The Plan follows a conservative approach of research and open disclosure in regard to its tax-exempt status and positions held.

NOTE 9 - SUBSEQUENT EVENTS

Management of the Plan has evaluated events subsequent to the balance sheet date of December 31, 2012, through October 14, 2013, the date the financial statements were available to be issued. It has concluded that there are no effects that provide additional evidence about conditions that existed at the balance sheet date that require recognition in the financial statements for the year ended December 31, 2012, or related note disclosures.

SUPPLEMENTAL INFORMATION

Holsten Management Co 401(k) Profit Sharing Plan and Trust

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

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Number of shares/par	(d) ** Cost	(e) Current Value
	BlackRock	BlackRock Equity Dividend Fund Class R Shares	1,761.55	N/A	$ 35,196
	BlackRock	BlackRock Mid Cap Value Opportunities Fund Class R Shares	7,339.77	N/A	126,978
	Franklin	Franklin Growth Series Class R	3,103.91	N/A	156,251
	Franklin	Franklin Rising Dividends Fund Class R	4,710.88	N/A	177,695
	Franklin	Franklin Small Cap Value Fund Class R	2,428.51	N/A	111,954
	Delaware	Delaware Diversified Income Fund Class R	13,473.44	N/A	125,842
	Oppenheimer Funds	Oppenheimer Limited-Term Government Fund Class N	43.67	N/A	407
	Oppenheimer Funds	Oppenheimer International Bond Fund Class N	62.79	N/A	413
	PIMCO	PIMCO Real Return Fund Class R	16.58	N/A	203
	PIMCO	PIMCO Short-Term Fund Class R	20.63	N/A	204
	Pioneer	Pioneer High Yield Fund Class R	17.78	N/A	206
	Pioneer	Pioneer Strategic Income Fund Class R	17.84	N/A	204
	AllianceBernstein	AllianceBernstein 2055 Retirement Strategy Fund Class R	98.24	N/A	786
	AllianceBernstein	AllianceBernstein 2050 Retirement Strategy Fund Class R	808.41	N/A	6,378
	AllianceBernstein	AllianceBernstein 2045 Retirement Strategy Fund Class R	337.57	N/A	3,443
	AllianceBernstein	AllianceBernstein 2040 Retirement Strategy Fund Class R	42.59	N/A	445
	AllianceBernstein	AllianceBernstein 2035 Retirement Strategy Fund Class R	1,254.45	N/A	12,795
	AllianceBernstein	AllianceBernstein 2025 Retirement Strategy Fund Class R	816.25	N/A	8,440
	AllianceBernstein	AllianceBernstein 2020 Retirement Strategy Fund Class R	508.08	N/A	5,192
	BlackRock	BlackRock Global Allocation Fund Class R Shares	5,311.89	N/A	101,403
	Franklin	Franklin Income Series Class R	45,389.47	N/A	100,311
*	Cash	Fidelity Prime Fund - Daily Money Class	447,434.00	N/A	447,434
*	Participant Loans	Loans, 4.25% - 8.50%		N/A	92,377
					$ 1,514,557

* Party in Interest

** Cost omitted because the Plan is an individual account plan with participant-directed investments