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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE AMERICAN NATIONAL BANK OF TEXAS ESOP AND 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1986

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

AMERICAN NATIONAL BANK OF TEXAS

2720 W 7TH STREET
SUITE 202
FORT WORTH, TX 76107

2b Employer Identification Number (EIN) 75-1747054

2c Sponsor's telephone number 817-426-8515

2d Business code (see instructions) 522110

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.	07/15/2014	DAVID HEAD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/15/2014	DAVID HEAD
	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**	705
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**	573
b Retired or separated participants receiving benefits	**6b**	35
c Other retired or separated participants entitled to future benefits	**6c**	115
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	723
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	725
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	681
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
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 2H 2J 2K 2O 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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		**b General Schedules**		
(1)	[X] **R** (Retirement Plan Information)	**(1)**	[X]	**H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	[ ]	**I** (Financial Information – Small Plan)
		(3)	[ ]	**A** (Insurance Information)
		(4)	[X]	**C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(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
THE AMERICAN NATIONAL BANK OF TEXAS ESOP AND 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AMERICAN NATIONAL BANK OF TEXAS

D Employer Identification Number (EIN)
75-1747054

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

NATIONWIDE

31-4156830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18	RECORDKEEPER	4466	Yes [X] No [ ]	Yes [ ] No [X]	48223	Yes [ ] No [X]

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

FULBRIGHT & JAWORSKI, LLP

2200 ROSS AVE
SUITE 2800
DALLAS, TX 75201

(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?
29	LEGAL	9081	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JONES BAGGETT

26-4061453

(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	AUDITOR	14000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

NATIONAL BENEFIT SERVICES, LLC

20-3886993

(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 15 49 99	TPA	40635	Yes [X] No [ ]	Yes [ ] No [X]	27224	Yes [ ] No [X]

(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
NATIONWIDE	15 18	48223
(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.	
MEEDER ADVISORY SERVICES INC 31-1332744	ADVISORY/SERVICE PROVIDER FEE	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL BENEFIT SERVICES, LLC	13	27224
(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.	
NATIONWIDE 31-4156830	ADVISORY/SERVICE PROVIDER FEE ADMINISTRATIVE SERVICES FEE/OV INCENTIVE PAYMENT	

(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
THE AMERICAN NATIONAL BANK OF TEXAS ESOP AND 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AMERICAN NATIONAL BANK OF TEXAS

D Employer Identification Number (EIN)
75-1747054

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	26268	40
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	216688	663389
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		201735
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3393154	3400650
(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)	1612237	1590700
(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)	23495771	26058319
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	11391725	11926270
(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	40135843	43841103
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	40135843	43841103

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)	1769469	
(B) Participants	2a(1)(B)	2080981	
(C) Others (including rollovers)	2a(1)(C)	103213	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3953663
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	88	
(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)	67407	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		67495
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	401024	
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	517978	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		919002
(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)	790295	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		790295

		(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)		2263089
c Other income	2c		54371
d Total income. Add all **income** amounts in column (b) and enter total	2d		8047915
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4197527	
(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)		4197527
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		466
i Administrative expenses: **(1)** Professional fees	2i(1)	144662	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		144662
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4342655
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3705260
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: JONES BAGGETT, LLP **(2)** EIN: 26-4061453

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		1000000
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
THE AMERICAN NATIONAL BANK OF TEXAS ESOP AND 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AMERICAN NATIONAL BANK OF TEXAS

D Employer Identification Number (EIN)
75-1747054

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): 31-4156830

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):

THE AMERICAN NATIONAL BANK OF TEXAS ESOP AND 401(K) PROFIT SHARING PLAN

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

THE AMERICAN NATIONAL BANK OF TEXAS
ESOP AND 401(K) PROFIT SHARING PLAN

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All other supplemental schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, as they are inapplicable or not required.

Independent Auditors' Report

The Trustees of
The American National Bank of Texas
ESOP and 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of The American National Bank of Texas ESOP and 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 on pages 14 - 17 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.



Dallas, Texas
September 20, 2013

THE AMERICAN NATIONAL BANK OF TEXAS
ESOP AND 401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012		
	Participant - Directed	**Non Participant-Directed**	**Total**
Assets:			
Cash	**$ 40**	**$ 39,387**	**$ 39,427**
Investments, at fair value:			
Money market fund	**3,361,263**	**-**	**3,361,263**
Mutual funds	**26,058,319**	**-**	**26,058,319**
The ANB Corporation common stock	**-**	**11,926,270**	**11,926,270**
Total investments	**29,419,582**	**11,926,270**	**41,345,852**
Receivables:			
Employer contributions	**-**	**663,389**	**663,389**
Dividend	**-**	**201,735**	**201,735**
Total receivables	**-**	**865,124**	**865,124**
Notes receivable from participants	**1,590,700**	**-**	**1,590,700**
Net assets available for benefits	**$ 31,010,322**	**$ 12,830,781**	**$ 43,841,103**

See accompanying notes to financial statements.

THE AMERICAN NATIONAL BANK OF TEXAS
ESOP AND 401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits (continued)

	December 31, 2011		
	Participant-Directed	Non Participant-Directed	Total
Assets:			
Cash	$ 26,268	$ -	$ 26,268
Investments, at fair value:			
Money market fund	3,388,108	5,046	3,393,154
Mutual funds	23,495,771	-	23,495,771
The ANB Corporation common stock	-	11,391,725	11,391,725
Total investments	26,883,879	11,396,771	38,280,650
Employer contributions receivable	-	216,688	216,688
Notes receivable from participants	1,612,237	-	1,612,237
Net assets available for benefits	$ 28,522,384	$ 11,613,459	$ 40,135,843

See accompanying notes to financial statements.

THE AMERICAN NATIONAL BANK OF TEXAS
ESOP AND 401(K) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2012		
	Participant-Directed	Non Participant-Directed	Total
Additions to net assets attributed to:			
Investment income:			
Net appreciation in fair value of investments	$ 2,317,460	$ 790,295	$ 3,107,755
Interest and dividends	517,978	401,024	919,002
Total investment income	2,835,438	1,191,319	4,026,757
Interest income on notes receivable to participants	67,407	-	67,407
Interest income on cash	-	88	88
Contributions:			
Participant	2,080,981	-	2,080,981
Employer matching	1,106,080	663,389	1,769,469
Participant rollovers	103,213	-	103,213
Total contributions	3,290,274	663,389	3,953,663
Total additions	6,193,119	1,854,796	8,047,915
Deductions from net assets attributed to:			
Benefits paid to or for participants	3,651,106	546,421	4,197,527
Administrative expenses and other	139,549	5,113	144,662
Interest expense	-	466	466
Total deductions	3,790,655	552,000	4,342,655
Net increase in net assets available for plan benefits	2,402,464	1,302,796	3,705,260
Net assets available for benefits, beginning of year	28,522,384	11,613,459	40,135,843
Net assets available for benefits, end of year	$ 30,924,848	$ 12,916,255	$ 43,841,103

See accompanying notes to financial statements.

THE AMERICAN NATIONAL BANK OF TEXAS
ESOP AND 401(K) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits (continued)

	For the Year Ended December 31, 2011		
	Participant-Directed	Non Participant-Directed	Total
Additions to net assets attributed to:			
Investment (loss) income:			
Net (depreciation) appreciation in fair value of investments	$ (1,682,123)	$ 740,240	$ (941,883)
Interest and dividends	373,304	76,535	449,839
Total investment (loss) income	(1,308,819)	816,775	(492,044)
Interest income on notes receivable to participants	81,495	-	81,495
Contributions:			
Participant	1,996,180	-	1,996,180
Employer matching	1,069,201	216,688	1,285,889
Participant rollovers	20,198	-	20,198
Total contributions	3,085,579	216,688	3,302,267
Total additions	1,858,255	1,033,463	2,891,718
Deductions from net assets attributed to:			
Benefits paid to or for participants	1,473,621	634,437	2,108,058
Administrative expenses and other	145,170	1,420	146,590
Total deductions	1,618,791	635,857	2,254,648
Net increase in net assets available for plan benefits	239,464	397,606	637,070
Net assets available for benefits, beginning of year	28,282,920	11,215,853	39,498,773
Net assets available for benefits, end of year	$ 28,522,384	$ 11,613,459	$ 40,135,843

See accompanying notes to financial statements.

1. Description of the Plan

The following is a description of The American National Bank of Texas ESOP and 401(k) Profit Sharing Plan (the "Plan") sponsored by American National Bank of Texas (the "Company") for its employees. The following description 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 whereby eligible employees of the Company are permitted to make contributions that are tax deferred under Section 401(k) of the Internal Revenue Code. Employees are immediately eligible for participation within the 401(k) feature of the Plan. The Plan also contains an Employee Stock Ownership Plan ("ESOP") feature and a profit sharing feature to which an employee becomes eligible for after completing 1,000 hours of service with the Company by the last day of the plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may elect to contribute, through payroll deductions, any amount up to 50% of his or her pretax compensation subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC"). Participants may also make eligible rollover contributions.

The Plan provides for three types of employer contributions: 1) matching contributions, 2) profit sharing contributions, and 3) ESOP contributions. The Company matches deferrals equal to 100% of a participant's salary deferral up to 3% of the participant's compensation and matches an additional 50% of the participant's salary deferral to the extent such deferrals exceed 3% but do not exceed 5% of participants compensation. The Company may also make additional discretionary profit sharing and ESOP contributions as determined by the Board of Directors. The Company elected to make discretionary contributions to the ESOP Plan of $663,389 and $216,688, respectively, for the years ending December 31, 2012 and 2011. Contributions were not funded until the subsequent year; therefore they were recorded as a non-participant directed employer contribution receivable as of December 31, 2012 and 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution, employer matching contributions and allocations of discretionary employer profit sharing and ESOP contributions and Plan earnings. Employer matching contributions are allocated based upon a participant's salary deferral. Allocations of employer profit sharing and ESOP contributions are based on the ratio of the participant's compensation to the total compensation of all participants for such Plan year. Allocations of Plan earnings are based on the participant's account balances. ESOP contributions are invested primarily in Company stock and, except as otherwise provided for in certain provisions of the Plan, may not be directed by the participants to other investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Voting Rights

Each participant is entitled to instruct the Trustee in the manner of voting the number of shares of common stock which have not been allocated to the participant's ESOP account. The Trustee is not permitted to vote any allocated share for which instructions have not been given by a participant.

Vesting and Participation

Employees become eligible for participation immediately upon hire, as defined by the Plan. To be eligible to receive the employer profit sharing and ESOP contributions, participants must have been employed by the Company on the last day of the Plan year or die, retire, or become disabled during the Plan year. Participants must also have completed one thousand hours of service as defined in the Plan. Participants are 100% vested at all times in their salary deferral, rollover and employer matching contributions.

Participants become vested in their employer profit sharing and ESOP contributions based upon the following schedule:

Periods of Service	Vested Percentage
Less than two years	0%
Two but less than three	20%
Three but less than four	40%
Four but less than five	60%
Five but less than six	80%
Six or more years	100%

Notes Receivable from Participants

Participants may borrow from their participant accounts a minimum amount of $1,000 and up to a maximum of the lesser of (a) 50% of their vested account balance or (b) $50,000, reduced by the participant's highest outstanding loan balance during the previous 12 months. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the *Wall Street Journal* prime rate plus 1%. The maximum term of a loan may be five years except for loans to purchase a primary residence for which the maximum term is ten years.

Forfeitures

Forfeited non-vested accounts may be reallocated to participants as an additional profit sharing or ESOP contribution, used to reduce employer matching, employer profit sharing or ESOP contributions or used to pay administrative fees. As of December 31, 2012 and 2011, such forfeited non-vested amounts totaled $221,662 and $145,058, respectively. For the years ending December 31, 2012 and 2011, total forfeitures used to offset employer contributions and plan expenses were $6,271 and $72,848, respectively.

Payment of Benefits

On termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount which may be paid to them directly or rolled over into a Qualified Retirement Plan or IRA. Effective October 1, 2008, the Plan was amended with respect to ESOP payments. ESOP payments will be made based on discretionary lump-sum payments unless the participant elects a longer distribution period of annual installments over a period not longer than five years.

Plan Administration and Expenses

The Plan is administered by the Company. In accordance with the trust agreement, all the Plan's assets and income therefrom, with the exception of Company stock, are held by Nationwide Trust Company, the custodian. The Company has responsibility for making employer contributions, appointing and removing the custodian, establishing a funding policy and method, and amending or terminating the Plan. Under the provisions of the Plan, administrative expenses are paid by the Plan unless paid for by the Company. All administrative fees and expenses were fully paid for by the Plan during 2012 and 2011.

Company stock is held and managed by the ANB Trust. Certain other administrative functions are performed by officers or employees of the Bank. However, such officers and employees receive no compensation from the Plan.

Investment Options

At December 31, 2012, the Plan offered a total of 8 mutual funds monitored by an investment committee, 120 additional mutual funds accessed by participants through the Nationwide Fund Window or the professional money manager and one money market fund as investment options for participants. The ESOP feature invests primarily in the ANB Corporation common stock.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Contributions and Contributions Receivable

Contributions are recorded on the accrual basis of accounting. Contributions receivable are obligations arising from amounts owed to the Plan from participants or the Company that have not been included in the Plan's investments at year-end. Contributions receivable are recorded at cost, which approximates fair value.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

Investment funds are valued at fair value, as reported by the investment managers. Fair value is the price that would be received to sell as asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The investments are primarily valued using quoted market values. Gains and losses on investments that were both bought and sold during the year are included in net appreciation or depreciation in fair value. The shares of Company stock are valued at fair value. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation and depreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Subsequent Events

Subsequent events have been evaluated through September 20, 2013, which was the date the financial statements were available to be issued.

New Accounting Pronouncement

In May 2011, the FASB issued ASU No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards." ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The adoption of this pronouncement did not have a material impact on the Plan's financial statements.

3. Fair Value Measurements

Auditing Standards Codification 820, "Fair Value Measurements" ("ASC 820") provides a framework for measuring all financial assets and liabilities disclosed at fair value in the financial statements on a recurring basis. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. ASC 820 also establishes 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 are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions.

The Company uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Valuation Techniques

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

The ANB Corporation common stock. The value of the ANB Corporation's common stock was valued by an independent third party as the stock is not traded on a securities exchange. The valuation is based on a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market price and is considered to be Level 3 of the valuation hierarchy.

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

		Fair Value Measurements at Reporting Date Using		
As of December 31, 2012	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Money market fund	$ 3,361,263	$ 3,361,263	$ -	$ -
Balanced funds	6,901,794	6,901,794	-	-
Stock funds:				
Growth funds	8,243,530	8,243,530	-	-
Small and mid-cap	1,036,694	1,036,694	-	-
Dividend income	1,183,734	1,183,734	-	-
General allocation	751,499	751,499	-	-
Value funds	479,757	479,757	-	-
Index funds	373,534	373,534	-	-
Target date funds	227,884	227,884		
Bond funds:				
General allocation	4,899,213	4,899,213	-	-
High yield	626,269	626,269	-	-
Inflation-protected	42,982	42,982	-	-
Global or emerging market funds	1,099,102	1,099,102	-	-
Gold and precious metal funds	192,327	192,327	-	-
The ANB Corporation common stock	11,926,270	-	-	11,926,270
	$ 41,345,852	$ 29,419,582	$ -	$ 11,926,270

As of December 31, 2011	Balance	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Money market fund	$ 3,393,154	$ 3,393,154	$ -	$ -
Balanced funds	6,667,273	6,667,273	-	-
Stock funds:				
Growth funds	7,030,817	7,030,817	-	-
Small and mid-cap	987,336	987,336	-	-
Dividend income	888,111	888,111	-	-
General allocation	663,031	663,031	-	-
Value funds	462,870	462,870	-	-
Index funds	334,515	334,515	-	-
Bond funds:				
General allocation	4,530,957	4,530,957	-	-
High yield	557,306	557,306	-	-
Inflation-protected	64,611	64,611	-	-
Global or emerging market funds	984,148	984,148	-	-
Gold and precious metal funds	288,486	288,486	-	-
Other	36,310	36,310	-	-
The ANB Corporation common stock	11,391,725	-	-	11,391,725
	$ 38,280,650	$ 26,888,925	$ -	$ 11,391,725

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2012 and 2011, including the reporting classifications for the applicable gains and losses included in the statement of changes in the net assets available for benefits:

	The ANB Corporation Common Stock	
	2012	2011
Balance, January 1	**$ 11,391,725**	$ 11,130,925
Net realized and unrealized appreciation	**790,295**	740,240
Sales and settlements	**(255,750)**	(479,440)
Balance, December 31	**$ 11,926,270**	$ 11,391,725

4. Investments

The following table presents the fair values of investments exceeding 5% of net assets available for benefits at December 31, 2012 and 2011:

	December 31,	
Description of Investment	**2012**	2011
The ANB Corporation common stock	**$ 11,926,270 ***	$ 11,391,725 *
Meeder Strategic Growth Fund	**4,252,188**	3,831,501
Meeder Balanced Fund	**3,443,242**	3,371,189
Nationwide Financial Services Money Market Fund	**3,361,263**	3,388,108
Meeder Total Return Bond Fund	**2,684,838**	2,552,490
Meeder Dynamic Growth Fund	**2,473,904**	2,085,337
Meeder Muirfield Fund	**n/a**	2,412,955

* - Amounts represent non-participant directed investments

5. Line of Credit

In 2002, the Plan entered into a line of credit agreement with a bank which has subsequently been renewed with a credit limit of $500,000. There was no outstanding balance as of December 31, 2012 and 2011.

Unallocated shares are collateral for the line of credit when extended. The agreement provides for the line and accrued interest to be repaid in eight months. The line of credit had an interest rate equal to the sum of the applicable margin plus the quotient of (a) the LIBOR rate applicable to such interest period, divided by (b) one minus the reserve requirement (expressed as a decimal) applicable to such interest period.

6. Party-in-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer and certain others. Investments managed by the Trustee qualify as party-in-interest transactions permitted under provisions of ERISA. The Company may also provide certain administrative services at no additional cost to the Plan.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated May 12, 2005, that the Plan is designed in accordance with applicable sections of the IRC. Although, the Plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trusts are tax-exempt.

On January 29, 2010, the Company applied for an updated determination letter; however, the Company is still in the process of completing the request. The Company received correspondence from the Internal Revenue Service on July 18, 2013 requesting additional information and modifications; however, no new determination letter has been issued as a result of this process.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan. In the event of termination of the Plan, the participants become fully vested in their employer contribution balances and the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of ERISA.

9. Risks and Uncertainties

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

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

EIN: 75-1747054
December 31, 2012 Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Fair Value
*	Nationwide Financial Services Money Market Fund	Retirement money market fund	~	$ 3,361,263
	Alliance Bernstein High Income Fund A	Mutual fund	~	21,921
	American Century Inflation-Adjusted Bond Fund Inst	Mutual fund	~	29,909
	American Funds AMCAP Fund R5	Mutual fund	~	12,794
	American Funds AMCAP Fund R6	Mutual fund	~	1,108,559
	American Funds Capital Income Builder R6	Mutual fund	~	923
	American Funds Capital World Bond R6	Mutual fund	~	612
	American Funds World Growth and Income R6	Mutual fund	~	631
	American Funds EuroPacific Growth Fund R5	Mutual fund	~	24,754
	American Funds EuroPacific Growth Fund R6	Mutual fund	~	703,536
	American Funds Growth Fund of America R3	Mutual fund	~	2,571
	American Funds Growth Fund of America R6	Mutual fund	~	625
	American Funds Income Fund of America R6	Mutual fund	~	239,502
	American Funds Investment Company of America R6	Mutual fund	~	613
	Baron Opportunity Fund	Mutual fund	~	187,339
	Blackrock Energy and Resources Fund Inv A	Mutual fund	~	32,432
	Blackrock Equity Dividend Fund Inv A	Mutual fund	~	35,133
	Blackrock GNMA Fund Inv A	Mutual fund	~	257,123
	Blackrock Global Allocation Fund Inv A	Mutual fund	~	15,183
	Blackrock Health Sciences Opportunities Fund Inv A	Mutual fund	~	2,549
	Blackrock High Yield Bond Fund Inv A	Mutual fund	~	24,538
	Blackrock US Opportunities Fund Inv A	Mutual fund	~	2,779
	Buffalo Flexible Income Fund	Mutual fund	~	259,810
	DFA Emerging Markets Fund	Mutual fund	~	8,565
	DFA Global Real Estate Securities Fund	Mutual fund	~	16,022
	DFA International Small Company Fund	Mutual fund	~	3,191
	DFA One Year Fixed Income Fund	Mutual fund	~	7,994
	DFA Real Estate Securities Fund	Mutual fund	~	8,211
	DFA US Core Equity Fund 2	Mutual fund	~	30,575
	DWS Global Inflation Fund	Mutual fund	~	2,014
	DWS RREEF Global Real Estate Securities Fund A	Mutual fund	~	54,647
	DWS RREEF Real Estate Securities Fund Inst	Mutual fund	~	4,931
	Eaton Vance Global Macro Absolute Return Fund A	Mutual fund	~	94,354
	Eaton Vance Income Fund of Boston A	Mutual fund	~	5,761
	Federated Bond Fund A	Mutual fund	~	14,672
	Fidelity Advisor Dividend Growth Fund A	Mutual fund	~	18,329
	Fidelity Advisor Energy Fund I	Mutual fund	~	15,693
	Fidelity Advisors Leveraged Company Stock Fund	Mutual fund	~	1,068

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(continued)

EIN: 75-1747054
December 31, 2012 Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Fair Value
	Goldman Sachs Midcap Value Fund A	Mutual fund	~	1,711
	Guggenheim Managed Futures Strategy Fund A	Mutual fund	~	15,635
	Harbor Capital Appreciation Fund Inst	Mutual fund	~	4,504
	Heartland Select Value Fund Inv	Mutual fund	~	1,654
	Huntington Situs Fund A	Mutual fund	~	268,136
	Invesco Charter Fund A	Mutual fund	~	23,635
	Invesco Energy Fund Inv	Mutual fund	~	64,071
	Invesco Global Real Estate Fund A	Mutual fund	~	6,010
	Invesco Real Estate Fund A	Mutual fund	~	80,466
	Ivy Asset Strategy Fund Y	Mutual fund	~	142,897
	Ivy Energy Fund Y	Mutual fund	~	6,401
	Ivy Science & Technology Fund Y	Mutual fund	~	5,413
	Janus Overseas Fund S	Mutual fund	~	1,312
	JPMorgan Strategic Income Opportunities Fund A	Mutual fund	~	96,913
	Legg Mason Western Asset Mortgage Backed Sec Fund I	Mutual fund	~	3,488
	Loomis Sayles Bond Inst Fund	Mutual fund	~	11,893
	Lord Abbett Short Duration Income Fund A	Mutual fund	~	12,452
	Managers Cadence Mid Cap Fund Inst	Mutual fund	~	5,714
	Manning & Napier Equity Series Fund	Mutual fund	~	349,474
	Meeder Aggressive Growth Fund	Mutual fund	~	391,467
	Meeder Balanced Fund	Mutual fund	~	3,443,242
	Meeder Dynamic Growth Fund	Mutual fund	~	2,473,904
	Meeder Muirfield Fund	Mutual fund	~	2,087,934
	Meeder Quantex Fund	Mutual fund	~	56,657
	Meeder Strategic Growth Fund	Mutual fund	~	4,252,188
	Meeder Total Return Bond Fund	Mutual fund	~	2,684,838
	Meeder Utilities and Infrastructure Fund	Mutual fund	~	110,375
	MFS Emerging Markets Debt Fund A	Mutual fund	~	13,742
	Natixis Gateway Fund A	Mutual fund	~	604
	Natixis Loomis Sayles Investment Grade Bond Fund A	Mutual fund	~	1,920
	Oakmark Global Fund II	Mutual fund	~	4,193
	Oppenheimer Developing Markets Fund A	Mutual fund	~	11,639
	Oppenheimer Global Strategy Income Fund A	Mutual fund	~	752
	Oppenheimer Gold & Special Minerals Fund A	Mutual fund	~	7,906
	Oppenheimer International Bond Fund A	Mutual fund	~	110,512
	Oppenheimer International Growth Fund A	Mutual fund	~	1,350
	Oppenheimer Main Street Small Cap Fund A	Mutual fund	~	112,104
	Oppenheimer Small & Mid Cap Value Fund A	Mutual fund	~	2,544

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(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Fair Value
	Payden GNMA Adviser Fund	Mutual fund	~	1,602
	Permanent Portfolio Fund	Mutual fund	~	4,098
	Pimco Emerging Markets Currency Fund A	Mutual fund	~	1,517
	Pimco Emerging Markets Local Bond Fund Inst	Mutual fund	~	10,719
	Pimco Low Duration Fund Instl	Mutual fund	~	902,415
	Pimco Real Return Fund A	Mutual fund	~	5,003
	Pimco Total Return Fund A	Mutual fund	~	258,472
	Pimco Total Return Instl Fund	Mutual fund	~	5,512
	Pimco Commodity Real Return Strategy Fund Inst	Mutual fund	~	7,535
	Pioneer Global High Yield Fund A	Mutual fund	~	5,778
	Pioneer High Yield Fund A	Mutual fund	~	48,638
	Principal High Yield Fund A	Mutual fund	~	525,411
	Prudential Jennison 20/20 Focus Fund A	Mutual fund	~	7,637
	Prudential Jennison Natural Resources Fund A	Mutual fund	~	4,781
	Ridgeworth Small Cap Value Equity Fund I	Mutual fund	~	1,297
	Russell Emerging Markets Fund E	Mutual fund	~	18,172
	Rydex Consumer Products Fund Adv	Mutual fund	~	11,907
	Sentinel Government Securities Fund A	Mutual fund	~	157,769
	Thornburg International Value Fund I	Mutual fund	~	1,535
	Van Eck Global Hard Assets Fund A	Mutual fund	~	324
	Van Eck International Investors Gold Fund A	Mutual fund	~	179,819
	Vanguard Balanced Index Signal Fund	Mutual fund	~	97,900
	Vanguard Dividend Appreciation Index Fund	Mutual fund	~	796
	Vanguard Dividend Growth Inv Fund	Mutual fund	~	790
	Vanguard Equity-Income Inv Fund	Mutual fund	~	889,051
	Vanguard GNMA Inv Fund	Mutual fund	~	3,386
	Vanguard Health Care Inv Fund	Mutual fund	~	2,521
	Vanguard Inflation-Protected Securities Fund	Mutual fund	~	13,073
	Vanguard Intermediate-Term Investment Grade Fund	Mutual fund	~	528,475
	Vanguard Intermediate-Term Treasury Fund Inv	Mutual fund	~	30,868
	Vanguard Select Value Fund	Mutual fund	~	472,302
	Vanguard Small Cap Growth Index Fund	Mutual fund	~	436,945
	Vanguard Target Retirement 2010	Mutual fund	~	126,375
	Vanguard Target Retirement 2020	Mutual fund	~	1,394
	Vanguard Target Retirement 2025	Mutual fund	~	47,880

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Fair Value**
	Vanguard Target Retirement 2030	Mutual fund	~	5,947
	Vanguard Target Retirement 2035	Mutual fund	~	4,051
	Vanguard Target Retirement 2040	Mutual fund	~	10,945
	Vanguard Target Retirement 2050	Mutual fund	~	16,268
	Vanguard Total Bond Market Index Signal Fund	Mutual fund	~	15,024
	Vanguard Wellesley Income Fund	Mutual fund	~	870,011
	Victory Small Company Opportunity Fund A	Mutual fund	~	174,477
	Weitz Partners III Opportunity Fund	Mutual fund	~	17,276
	Wells Fargo Advantage Precious Metals A	Mutual fund	~	4,602
	Yacktman Focused Fund	Mutual fund	~	8,508
*	The ANB Corporation	14,369 shares of common stock	$ 3,153,798	11,926,270
	Total investments held, end of year			41,345,852
*	Participant Loans	Loan fund, interest rates ranging from 4.25% to 9.25% with various due dates	~	1,590,700
	Total			$ 42,936,552

* - A party in interest as defined by ERISA
~ - The cost of participant-directed investments is not required to be disclosed.

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*	Nationwide Financial Services Money Market Fund	Retirement money market fund	~	$ 3,361,263
	Alliance Bernstein High Income Fund A	Mutual fund	~	21,921
	American Century Inflation-Adjusted Bond Fund Inst	Mutual fund	~	29,909
	American Funds AMCAP Fund R5	Mutual fund	~	12,794
	American Funds AMCAP Fund R6	Mutual fund	~	1,108,559
	American Funds Capital Income Builder R6	Mutual fund	~	923
	American Funds Capital World Bond R6	Mutual fund	~	612
	American Funds World Growth and Income R6	Mutual fund	~	631
	American Funds EuroPacific Growth Fund R5	Mutual fund	~	24,754
	American Funds EuroPacific Growth Fund R6	Mutual fund	~	703,536
	American Funds Growth Fund of America R3	Mutual fund	~	2,571
	American Funds Growth Fund of America R6	Mutual fund	~	625
	American Funds Income Fund of America R6	Mutual fund	~	239,502
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	Baron Opportunity Fund	Mutual fund	~	187,339
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	DWS RREEF Global Real Estate Securities Fund A	Mutual fund	~	54,647
	DWS RREEF Real Estate Securities Fund Inst	Mutual fund	~	4,931
	Eaton Vance Global Macro Absolute Return Fund A	Mutual fund	~	94,354
	Eaton Vance Income Fund of Boston A	Mutual fund	~	5,761
	Federated Bond Fund A	Mutual fund	~	14,672
	Fidelity Advisor Dividend Growth Fund A	Mutual fund	~	18,329
	Fidelity Advisor Energy Fund I	Mutual fund	~	15,693
	Fidelity Advisors Leveraged Company Stock Fund	Mutual fund	~	1,068

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EIN: 75-1747054
December 31, 2012 Plan Number: 002

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	Goldman Sachs Midcap Value Fund A	Mutual fund	~	1,711
	Guggenheim Managed Futures Strategy Fund A	Mutual fund	~	15,635
	Harbor Capital Appreciation Fund Inst	Mutual fund	~	4,504
	Heartland Select Value Fund Inv	Mutual fund	~	1,654
	Huntington Situs Fund A	Mutual fund	~	268,136
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	Invesco Real Estate Fund A	Mutual fund	~	80,466
	Ivy Asset Strategy Fund Y	Mutual fund	~	142,897
	Ivy Energy Fund Y	Mutual fund	~	6,401
	Ivy Science & Technology Fund Y	Mutual fund	~	5,413
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	Legg Mason Western Asset Mortgage Backed Sec Fund I	Mutual fund	~	3,488
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	Meeder Quantex Fund	Mutual fund	~	56,657
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	Natixis Loomis Sayles Investment Grade Bond Fund A	Mutual fund	~	1,920
	Oakmark Global Fund II	Mutual fund	~	4,193
	Oppenheimer Developing Markets Fund A	Mutual fund	~	11,639
	Oppenheimer Global Strategy Income Fund A	Mutual fund	~	752
	Oppenheimer Gold & Special Minerals Fund A	Mutual fund	~	7,906
	Oppenheimer International Bond Fund A	Mutual fund	~	110,512
	Oppenheimer International Growth Fund A	Mutual fund	~	1,350
	Oppenheimer Main Street Small Cap Fund A	Mutual fund	~	112,104
	Oppenheimer Small & Mid Cap Value Fund A	Mutual fund	~	2,544

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	Payden GNMA Adviser Fund	Mutual fund	~	1,602
	Permanent Portfolio Fund	Mutual fund	~	4,098
	Pimco Emerging Markets Currency Fund A	Mutual fund	~	1,517
	Pimco Emerging Markets Local Bond Fund Inst	Mutual fund	~	10,719
	Pimco Low Duration Fund Instl	Mutual fund	~	902,415
	Pimco Real Return Fund A	Mutual fund	~	5,003
	Pimco Total Return Fund A	Mutual fund	~	258,472
	Pimco Total Return Instl Fund	Mutual fund	~	5,512
	Pimco Commodity Real Return Strategy Fund Inst	Mutual fund	~	7,535
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	Pioneer High Yield Fund A	Mutual fund	~	48,638
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	Prudential Jennison 20/20 Focus Fund A	Mutual fund	~	7,637
	Prudential Jennison Natural Resources Fund A	Mutual fund	~	4,781
	Ridgeworth Small Cap Value Equity Fund I	Mutual fund	~	1,297
	Russell Emerging Markets Fund E	Mutual fund	~	18,172
	Rydex Consumer Products Fund Adv	Mutual fund	~	11,907
	Sentinel Government Securities Fund A	Mutual fund	~	157,769
	Thornburg International Value Fund I	Mutual fund	~	1,535
	Van Eck Global Hard Assets Fund A	Mutual fund	~	324
	Van Eck International Investors Gold Fund A	Mutual fund	~	179,819
	Vanguard Balanced Index Signal Fund	Mutual fund	~	97,900
	Vanguard Dividend Appreciation Index Fund	Mutual fund	~	796
	Vanguard Dividend Growth Inv Fund	Mutual fund	~	790
	Vanguard Equity-Income Inv Fund	Mutual fund	~	889,051
	Vanguard GNMA Inv Fund	Mutual fund	~	3,386
	Vanguard Health Care Inv Fund	Mutual fund	~	2,521
	Vanguard Inflation-Protected Securities Fund	Mutual fund	~	13,073
	Vanguard Intermediate-Term Investment Grade Fund	Mutual fund	~	528,475
	Vanguard Intermediate-Term Treasury Fund Inv	Mutual fund	~	30,868
	Vanguard Select Value Fund	Mutual fund	~	472,302
	Vanguard Small Cap Growth Index Fund	Mutual fund	~	436,945
	Vanguard Target Retirement 2010	Mutual fund	~	126,375
	Vanguard Target Retirement 2020	Mutual fund	~	1,394
	Vanguard Target Retirement 2025	Mutual fund	~	47,880

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EIN: 75-1747054
December 31, 2012 Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Fair Value**
	Vanguard Target Retirement 2030	Mutual fund	~	5,947
	Vanguard Target Retirement 2035	Mutual fund	~	4,051
	Vanguard Target Retirement 2040	Mutual fund	~	10,945
	Vanguard Target Retirement 2050	Mutual fund	~	16,268
	Vanguard Total Bond Market Index Signal Fund	Mutual fund	~	15,024
	Vanguard Wellesley Income Fund	Mutual fund	~	870,011
	Victory Small Company Opportunity Fund A	Mutual fund	~	174,477
	Weitz Partners III Opportunity Fund	Mutual fund	~	17,276
	Wells Fargo Advantage Precious Metals A	Mutual fund	~	4,602
	Yacktman Focused Fund	Mutual fund	~	8,508
*	The ANB Corporation	14,369 shares of common stock	$ 3,153,798	11,926,270
	Total investments held, end of year			41,345,852
*	Participant Loans	Loan fund, interest rates ranging from 4.25% to 9.25% with various due dates	~	1,590,700
	Total			$ 42,936,552

* - A party in interest as defined by ERISA
~ - The cost of participant-directed investments is not required to be disclosed.

See Independent Auditors' Report