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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1977

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

CAL-STATE AUTO PARTS, INC.

1361 N. RED GUM STREET
ANAHEIM, CA 92806-1318

2b Employer Identification Number (EIN)
95-2741714

2c Sponsor's telephone number
714-630-5954

2d Business code (see instructions)
423100

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.	08/27/2014	RICHARD DEBLASI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/27/2014	RICHARD DEBLASI
	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)
PLAN ADMINISTRATION & DESIGN INC.

DISSINGER ASSOCIATES

6500 WILSHIRE BLVD., SUITE 1260
LOS ANGELES, CA 90048

Preparer's telephone number (optional)
323-655-5400

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**	304
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**	253
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	294
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	294
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	290
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	19
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 3D

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

9a Plan funding arrangement (check all that apply)		**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

- **(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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
CAL-STATE AUTO PARTS, INC.	95-2741714	

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)

WACHOVIA

ONE NORTH JEFFERSON
ST. LOUIS, MO 63103

23-2384840

(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?
28	INVESTMENT MGR.		Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

JONATHON REUBEN, CPA

23440 HAWTHORNE BLVD., SUITE 200
TORRANCE, CA 90505

95-4062593

(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	ACCOUNTANT, AUDITOR		Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

PLAN ADMINISTRATION & DESIGN, INC.

6500 WILSHIRE BLVD., SUITE 1260
LOS ANGELES, CA 90048

95-3718031

(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?
13	TPA		Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

(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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

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	49929	4486
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	50000	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	57640	13379
(2) U.S. Government securities	1c(2)	19895	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	71502	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	552666	52070
(B) Common	1c(4)(B)	1255917	1652222
(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)		
(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)	634547	508125
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2692096	2230282
Liabilities			
g Benefit claims payable	1g	9024	
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	9024	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2683072	2230282

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)	50000	
(B) Participants	2a(1)(B)	0	
(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)		50000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	92	
(B) U.S. Government securities	2b(1)(B)	191	
(C) Corporate debt instruments	2b(1)(C)	1103	
(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)		1386
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	24608	
(B) Common stock	2b(2)(B)	93863	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	47	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		118518
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3561053	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3632683	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-71630
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	203932	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		203932

		(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		302206
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	731203	
(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)		731203
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2863	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	19068	
(4) Other	2i(4)	1862	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		23793
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		754996
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-452790
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: JP REUBEN, CPA, ACC **(2)** EIN: 95-4062593

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		385000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN
CAL-STATE AUTO PARTS, INC. PROFIT S	330579939

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 33-0579939

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):

CAL-STATE AUTO PARTS, INC.
PROFIT SHARING PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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JONATHON P. REUBEN, CPA
An Accountancy Corporation

23430 Hawthorne Blvd., Suite 290 • Torrance, CA 90505
(310) 378-3609 • Fax (310) 378-3709

INDEPENDENT AUDITORS' REPORT

To the Trustee of the
Cal-State Auto Parts, Inc. Profit Sharing Plan

We have audited the accompanying financial statements of Cal-State Auto Parts, Inc. Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 from 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 auditor's 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 Plan'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 Plan'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 basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Cal-State Auto Parts, Inc. Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Jonathon P. Reuben, CPA
An Accountancy Corporation
July 10, 2013

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	2011
ASSETS		
Investments		
At fair value, determined by quoted market prices in active markets:		
Mutual funds and other registered investment companies		
Vanguard Europe ETF Pacific	$ 126,088	$ -
Vanguard MSCI Emrg Mkts ETF	136,217	124,068
SPDR S&P 500 Trust ETF	-	114,707
Mutual funds and other registered investment companies - other	372,242	404,487
U.S. Government securities	19,895	22,444
Corporate bonds	71,502	66,203
Preferred stock		
Bank of America	499,926	229,588
Preferred shares - other	52,740	-
Common stocks		
American Cap. Agency Corp.	129,559	-
Exelon Corporation	103,528	142,279
Other common stocks	1,022,830	829,404
Cash held in money market accounts	57,640	66,813
At fair value, otherwise determined:		
Notes receivable, secured by deeds of trust		
Cabello & Paez (secured by commercial property in Encinitas, California)	-	141,597
Crain-Varady Properties, LLC (secured by residential properties in Lancaster, California)	-	300,782
	2,592,167	2,442,372
Receivables		
Contributuion due from employer	50,000	-
Other receivable	-	5,291
Cash	49,929	31,102
TOTAL ASSETS	$ 2,692,096	$ 2,478,765
LIABILITIES		
Payroll taxes payable	$ 9,024	$ 9,334
TOTAL LIABILITIES	9,024	9,334
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,683,072	$ 2,469,431

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net change in fair value of investments	$	167,334
Interest		16,398
Dividends		97,372
		281,104
Less investment expenses		(24,794)
Net investment income		256,310
Other income		350
Employer contribution		50,000
TOTAL ADDITIONS		306,660
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		66,222
Administrative expenses		26,797
TOTAL DEDUCTIONS		93,019
NET INCREASE		213,641
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR		2,469,431
END OF YEAR	$	2,683,072

See accompanying notes.

Note A - Description of Plan

The following description of the Cal-State Auto Parts, Inc. Profit-Sharing 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 full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. The Company's contributions to the Plan are discretionary at the option of the Company's board of directors subject to certain limitations. The Company contributed $50,000 for 2012.

Participant Accounts. Each participant's account is credited with an allocation of (a) the Company's contribution, (b) the Plan's earnings, and (c) forfeitures of terminated participants' nonvested accounts and (d) charged with an allocation of administrative expenses. Allocations are based upon the participant's compensation. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

Forfeited nonvested accounts in 2012 totaled $4,070. These accounts were reallocated to participants in the same manner as employer contributions.

Vesting. Plan participants' vesting in the Company contributions is based on the number of years of continuous service. A participant is 100% vested after six years of credited service.

Payment of Benefits. On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or in an annuity when the participant has reached his or her 65th birthday. Further, participants attaining their normal retirement date may elect to receive payment of benefits while continuing employment.

Note B - Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 10, 2013, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

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

All of the Plan's investments are non-participant directed.

Payment of Benefits

Benefits are recorded when paid.

Note C – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

ASC 820-10-50, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds, other registered investments, government securities, corporate bonds, preferred stock, and common stocks are based on quoted market prices, when available.

The fair value of cash in money market accounts is equal to the total balances in the money market accounts.

Level 2 Fair Value Measurements

The Plan had no assets that were valued using Level 2 inputs.

Level 3 Fair Value Measurements

The notes receivable are not actively traded and significant other observable inputs are not available. Thus, the fair value of the notes receivable is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations.

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

		Fair Value Measurement at Reporting Date Using:		
		Level 1	Level 2	Level 3
	Fair Value	Quoted Prices in active markets for identical assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2012				
Mutual funds and other registered investments				
Real estate investment trusts	$ 40,844	$ 40,844	$ -	$ -
Fixed income funds	38,511	38,511	-	-
Index funds - domestic	257,149	257,149	-	-
Index funds - international	298,043	298,043	-	-
	634,547	634,547	-	-
US Government securities	19,895	19,895	-	-
Corporate bonds				
Credit rating - A-	43,006	43,006	-	-
Credit rating - BBB+	10,085	10,085	-	-
Credit rating - BBB-	18,411	18,411	-	-
	71,502	71,502	-	-
Preferred stock				
Financial services	552,666	552,666	-	-
Common stock				
Financial services	273,863	273,863	-	-
Energy	121,195	121,195	-	-
Utilities	103,528	103,528	-	-
Pharmaceuticals	82,684	82,684	-	-
Telecommunications	49,889	49,889	-	-
Other	624,758	624,758	-	-
	1,255,917	1,255,917	-	-
Funds invested in money markets	57,640	57,640	-	-
Total investments at fair value	$2,592,167	$ 2,592,167	$ -	$ -

		Fair Value Measurement at Reporting Date Using:		
		Level 1	Level 2	Level 3
	Fair Value	Quoted Prices in active markets for identical assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2011				
Mutual funds and other registered investments				
Real estate investment trusts	$ 24,186	$ 24,186	$ -	$ -
Fixed income funds	24,065	24,065	-	-
Index funds - domestic	332,381	332,381	-	-
Index funds - international	262,630	262,630	-	-
	643,262	643,262	-	-
US Government securities	22,444	22,444	-	-
Corporate bonds				
Credit rating - A+	10,678	10,678		
Credit rating - A-	34,856	34,856		
Credit rating - BBB-	20,669	20,669		
	66,203	66,203	-	-
Preferred stock				
Financial services	229,588	229,588	-	-
Common stock				
Financial services	100,823	100,823	-	-
Energy	149,555	149,555	-	-
Utilities	142,279	142,279		
Pharmaceuticals	70,030	70,030	-	-
Telecommunications	62,417	62,417	-	-
Other	446,579	446,579	-	-
	971,683	971,683	-	-
Funds invested in money markets	66,813	66,813	-	-
Notes receivable, secured by deeds of trust	442,379	-	-	442,379
Total investments at fair value	$ 2,442,372	$ 1,999,993	$ -	$ 442,379

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) for the notes receivable (secured by deeds of trust) for the year ended December 31, 2012:

Beginning balance	$ 442,379
Sales	(439,227)
Realized losses	(3,152)
Ending balance	$ -

All investment gains and losses (realized and unrealized) for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

Note D – Investments

The fair values of investments that represent 5% or more of the Plan's net assets are separately identified in the accompanying statement of net assets available for benefits. All of the Plan's investments are non-participant directed.

During 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $167,334 as follows:

Mutual funds and other registered investment companies	$ 73,238
Government securities	(161)
Corporate bonds	2,719
Preferred stocks	33,593
Common stocks	61,097
Notes receivable	(3,152)
Net appreciation in fair value of investments	$ 167,334

All of the changes in fair value of the above investments, except notes receivable, were measured by quoted prices in active markets. Changes in value for notes receivable was determined by the actual loss recognized in the respective note payoff in 2012.

Note E – Notes Receivable Secured by Deeds of Trust

As of December 31, 2012 and 2011, the Plan had notes receivable with fair values totaling $0 and $442,379, respectively. Initially the notes were secured by deeds of trust on five residential properties located in Lancaster, California and one commercial property in Encinitas, California. The notes are assessed interest at an annual rate of 8.5% on the five notes secured by residential properties, and 10.09% on the one note secured by the commercial property. These notes are paid in monthly installments totaling $2,935.

The five residential notes were paid off in February 2012. The commercial note was paid off in June 2012.

Note F – Administrative Expenses

Administrative expenses for 2012 that were paid by Plan included the following:

Accounting and auditing fees	$18,501
Plan administration fees	8,296
	$26,797

Note G - 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 become 100% vested in their accounts.

Note H - Tax Status

The Internal Revenue Service has determined and informed the company by letter dated October 10, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of ERISA and applicable Internal Revenue laws and regulations.

Note I – 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.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
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	(d) Cost	(e) Current Value
Mutual funds and other registered investment companies					
	American Tower Corp. (REIT)	205	Units of Common Stock	$ 13,401	$ 15,840
	Index SHS MSCI S. Korea WEBS Index Fund	250	Units of Common Stock	14,433	15,838
	IUnits Iboxx Inv Grade Corp Bond Fund	56	Units of Common Stock	6,371	6,775
	IUnits MSCI Eafe Index	119	Units of Common Stock	5,894	6,766
	IUnits MSCI United Kingdom Index Fund	732	Units of Common Stock	11,596	13,132
	IUnits TR S&P Midcap 400	254	Units of Common Stock	23,133	25,832
	IUnits TR S&P Smallcap 600	563	Units of Common Stock	38,453	43,970
	PowerUnits DB Commodity	1,661	Units of Common Stock	44,393	46,143
	PowerUnits S&P ETF Smallcap Consumer Disc	602	Units of Common Stock	16,803	19,855
	PowerUnits S&P ETF Smallcap Healthcare	582	Units of Common Stock	18,350	20,574
	PowerUnits S&P Info Tech Portfolio	581	Units of Common Stock	16,829	17,830
	PowerUnits S&P Smallcap Financials Portfolio	1,010	Units of Common Stock	27,612	31,199
	PowerUnits S&P Smallcap Utilies Portfolio	234	Units of Common Stock	7,196	6,916
	Power Units S&P Smallcap Industrials Portfolio	225	Units of Common Stock	6,570	7,207
	Spdr Barclays Capital High Yield Bond	560	Units of Common Stock	21,532	22,798
	SPDR S&P 500 Trust ETF	166	Units of Common Stock	20,833	23,640
	SPDR S&P Biotech ETF	82	Units of Common Stock	7,303	7,209
	Vanguard Europe ETF Pacific / MSCI EAFE (VEA)	3,579	Units of Common Stock	110,985	126,088
	Vanguard MSCI Emrg Mkts ETF (VWO)	3,059	Units of Common Stock	117,578	136,217
	Vanguard Reit ETF	380	Units of Common Stock	22,040	25,004
	Vanguard Total Bond ETF	187	Units of Common Stock	15,622	15,714
				$ 566,927	$ 634,547
U.S. Government securities					
	US Treasury Notes	$ 17,000	treasury notes, interest rate 4.25% mature 11/15/19	$ 20,081	$ 19,895
Corporate bonds					
	Citigroup senior notes	$ 9,000	Corporate bonds , interest rate 5.375%, matures 8/9/22	$ 9,310	$ 10,612
	CVS Caremark Corp SR Unsecured	$ 10,000	Corporate bonds, interest rate 2.75%, matures 12/01/22	10,082	10,085
	Diageo Capital Plc	$ 11,000	Corporate bonds, interest rate1.5% , matures 5/11/2017	11,209	11,135
	Fortune Brands Inc Sr Unsec	$ 8,000	Corporate bonds, interest rate 6.375% , matures 06/15/14	8,742	8,621
	Goldman Sachs Gp Inc Senior Notes	$ 8,000	Corporate bonds, interest rate 6.15%, matures 04/01/18	8,293	9,421
	Kraft Foods Inc Sr Unsecured Notes	$ 9,000	Corporate bonds, interest rate 4.125%, matures 02/09/18	9,751	9,789
	Rio Tinto Fin USA Ltd Notes	$ 11,000	Corporate bonds, interest rate 5.875%, matures 7/15/015	11,676	11,839
				$ 69,063	$ 71,502
Preferred Stock					
	BofA 8.2% Non-cum Perpet Pfd Ser H, Callable on 5/1/13	9,544	Shares of preferred shares	$ 210,922	$ 244,326
	BofA 8.625% Non-cum Perpet Pfd , Callable on5/28/2013	10,000	Shares of preferred shares	255,005	255,600
	Barclays Bank PLC 8.125% Non-cum Perp. PFD Callable on 6/15/2014	1,000	Shares of preferred shares	25,795	25,430
	Deutsche Bank Pfd Cont. Cap TR V Callable on 6/30/2020	1,000	Shares of preferred shares	27,351	27,310
				$ 519,073	$ 552,666
Common Stock					
	3M Company	93	Common Shares	7,600	8,635
	Accenture PLC, Ireland	124	Common Shares	8,070	8,246
	American Cap. Agency Corp.	4,310	Common Shares	139,511	124,559
	Anheuser Busch Inbev Sa/Nv Spon Adr	266	Common Shares	16,223	23,251
	Apple Computer Inc	36	Common Shares	14,580	19,158
	Ascena Retail Group, Inc.	372	Common Shares	8,036	6,871
	Assa Abloy AB ADR	780	Common Shares	9,719	14,438
	Assoc. British Foods LTD ADRs	226	Common Shares	5,534	5,761
	AT&T Inc	561	Common Shares	16,964	18,911
	Atlantia S.P.A ADRs	1,177	Common Shares	9,003	10,628
	Bayer AG ADRs	126	Common Shares	8,283	12,086
	Bayerische Motoren Werke AG ADRs	283	Common Shares	6,711	9,226
	BG Group PLC	91	Common Shares	9,737	7,603
	BHP Billiton Ltd Spon Adr	233	Common Shares	16,170	18,272
	BNP Paribas Adr	408	Common Shares	7,917	11,917

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
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	(d) Cost	(e) Current Value
	Common Stock (continued)			
	Brinker Intl. Inc.	220 Common Shares	7,158	6,818
	British Amern TOB PLC	177 Common Shares	16,794	17,921
	British Sky Broadcast Group Plc ADRs	110 Common Shares	4,623	5,543
	Canon Inc ADR	209 Common Shares	9,204	8,195
	Cardtronics, Inc.	285 Common Shares	8,355	6,766
	Chevron Corp	66 Common Shares	7,022	7,137
	Church & Dwight Inc	239 Common Shares	10,937	12,803
	Cisco Sys Inc	261 Common Shares	4,719	5,128
	Cullen Frost Bankers Inc.	88 Common Shares	4,656	4,776
	Cys Investments, Inc.	2,000 Common Shares	26,220	23,620
	Daihatsu Motor Co LTD	200 Common Shares	7,542	8,014
	Daito Trust Construct adr	409 Common Shares	8,712	9,624
	Dicks Sporting Goods Inc	411 Common Shares	15,158	18,696
	Donaldson Company Inc	136 Common Shares	9,259	10,312
	Eastman Chemical Co	135 Common Shares	7,059	9,187
	EMC Corp. Mass	567 Common Shares	14,521	14,345
	ENI S P A ADRs	168 Common Shares	8,006	8,255
	Ensco Plc Class A	124 Common Shares	5,818	7,351
	Exelon Corporation	3,481 Common Shares	149,318	103,528
	Experian Plc	377 Common Shares	5,928	6,055
	Express Scripts Inc CL A	117 Common Shares	5,657	6,318
	Exxon Mobil Corp	155 Common Shares	13,138	13,415
	Fanuc Ltd - Unsp Adr	260 Common Shares	6,578	8,078
	Getinge AB ADRs	282 Common Shares	8,634	9,588
	Graco Inc Com	119 Common Shares	4,866	6,127
	Hubbell Inc., CL B	120 Common Shares	8,023	10,156
	Huntington Banc Shres, Inc.	1,038 Common Shares	7,413	6,633
	Informa PLC	670 Common Shares	7,477	9,956
	ING Groep NV	1,176 Common Shares	8,300	11,160
	Intel Corp	386 Common Shares	9,361	7,959
	International Paper Co	317 Common Shares	9,383	12,629
	JP Morgan Chase & Co	390 Common Shares	13,898	17,148
	KBR, Inc	263 Common Shares	7,330	7,869
	Komatsu LTD Spon ADR	347 Common Shares	10,036	8,921
	Lixil Group Corp.	209 Common Shares	8,177	9,303
	Lloyd's Banking Group Plc ADRs	1,800 Common Shares	5,454	5,760
	LVMH Moet Hennessy Louis Vuitton	193 Common Shares	5,423	7,274
	Masimo Corp.	198 Common Shares	3,700	4,160
	Merck KGAA	276 Common Shares	8,980	12,130
	Met Life	329 Common Shares	11,038	10,837
	Microsoft Corp.	222 Common Shares	6,561	5,930
	Mondelez Intl. Inc.	264 Common Shares	7,356	6,720
	Novartis AG ADR	320 Common Shares	18,279	20,256
	Omnicom Group	114 Common Shares	5,363	5,695
	Oneok Inc New	138 Common Shares	5,375	5,900
	Oracle Corp.	464 Common Shares	12,508	15,460
	Orica, LTD ADR	203 Common Shares	5,765	5,329
	Pennymac Mtg Invt. TR	2,000 Common Shares	49,055	50,580
	Pepsico Incorporated	156 Common Shares	10,351	10,675
	Petrofac, LTD. ADRs	647 Common Shares	7,411	8,599
	Petroleum GEO-SVS ADRs	304 Common Shares	4,200	5,293
	Pfizer Incorporated	295 Common Shares	7,147	7,398
	Phillip Morris	90 Common Shares	8,097	7,528
	Phillips 66	154 Common Shares	7,264	8,177
	Potash corp of saskatch	172 Common Shares	7,213	6,999
	Prudential PLC	478 Common Shares	9,436	13,647
	PVH Corp.	177 Common Shares	14,224	19,649
	Red Electrica Corp. SA	425 Common Shares	3,818	4,229
	Rexam PLC ADRs	327 Common Shares	8,911	11,687
	Rogers Communications Cl	195 Common Shares	7,398	8,876

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
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	(d) Cost	(e) Current Value
	Common Stock (continued)			
	Royal Dutch Shell PLC ADR	171 Common Shares	12,498	11,790
	Ryanair Hldgs, Plc	228 Common Shares	6,352	7,816
	Sampo OYJ-A Shs	615 Common Shares	7,547	9,858
	Sands China LTD	139 Common Shares	5,389	6,227
	Sanofi-Aventis ADR	517 Common Shares	18,917	24,495
	Sanvik AB Spon. ADRs	434 Common Shares	6,109	7,009
	SAP Ag-Spon ADR	243 Common Shares	12,867	19,532
	Seven & I Holdings ADR	116 Common Shares	7,767	6,537
	Softbank Corp. ADR	301 Common Shares	5,770	5,463
	Sumitomo Mitsui Finl Group Inc ADR	2,106 Common Shares	12,421	15,458
	Swatch GRP AG ADRs	239 Common Shares	5,324	6,071
	Swedbank AB ADRs	316 Common Shares	4,061	6,257
	Technip SA ADR	272 Common Shares	6,763	8,016
	Telstra corp LTD	244 Common Shares	4,160	5,551
	Time Warner, Inc. New	146 Common Shares	5,477	6,983
	Tullow Oil Plc Unspon	619 Common Shares	6,461	6,450
	Unilever PLC Spon	504 Common Shares	16,955	19,515
	Union Pacific	59 Common Shares	7,234	7,417
	United Health Group	133 Common Shares	6,716	7,214
	United Technologies Corp	176 Common Shares	13,238	14,434
	US Bancorp New	224 Common Shares	7,278	7,155
	Valeo ADRs	268 Common Shares	5,657	6,888
	Verizon Communications	266 Common Shares	10,672	11,510
	Whiting Petroleum Corp	127 Common Shares	5,930	5,508
	Wolseley Plc Jersey ADRs	1,800 Common Shares	6,437	8,623
	Yahoo Japan Corp	600 Common Shares	6,378	6,456
			$ 1,198,043	$ 1,255,917
	Funds held in money market accounts			
	Ford Credit	Money market account, interest rate of 1%	$ 12,145	$ 12,145
	Wells Fargo Advisors, LLC	Money market accounts, interest rate of 0.02%	45,495	45,495
			$ 57,640	$ 57,640

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and and maturity date in case of a loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred in Transaction	(g) Cost of Asset	(h) Current Value of asset on transaction date	(i) Net gain or (loss)
Cabello & Paez	Note receivable of $140,627, secured by 1st trust deed on commercial property in Encinitas, CA, interest rate of 7.0%, payable in monthly installments of interest only, matures 2/22/2012	$ -	$ 140,627	$ -	$ -	$ 141,597	$ 140,627	$ (970)
Crain-Varady Properties, LLC	Note receivable of $52,500, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	-	52,500	-	-	52,883	52,500	(383)
Crain-Varady Properties, LLC	Note receivable of $56,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	-	56,250	-	-	56,661	56,250	(411)
Crain-Varady Properties, LLC	Note receivable of $58,600, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	-	58,600	-	-	59,028	58,600	(428)
Crain-Varady Properties, LLC	Note receivable of $60,000, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, matures 8/1/2014	-	60,000	-	-	60,439	60,000	(439)
Crain-Varady Properties, LLC	Note receivable of $71,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	-	71,250	-	-	71,771	71,250	(521)
		$ -	$ 439,227	$ -	$ -	$ 442,379	$ 439,227	$ (3,152)

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Mutual funds and other registered investment companies				
	Thornburg Inv TR Developing World FD Instl Cl I	6,375.324 Shares of Common Stock	$ 120,749	$ 121,514
	Ishares MSCI Eafe Index	1,894 Shares of Common Stock	108,823	127,078
	Ishares Core S&P Midcap	956 Shares of Common Stock	108,379	127,922
	Ishares Core S&P Smallcap	1,206 Shares of Common Stock	105,625	131,611
			$ 443,576	$ 508,125
Preferred shares				
	Barclays Bank PLC 8.125% Non-cum Perp. PFD Callable on 6/15/2013	1,000 Shares of Preferred Stock	$ 25,430	$ 25,370
	Deutsche Bank Pfd Cont. Cap TR V Callable on 6/30/2018	1,000 Shares of Preferred Stock	27,310	26,700
			$ 52,740	$ 52,070
Common Stock				
	American Intl Group	1,000 Shares of Common Stock	$ 46,371	$ 51,050
	Pennymac Mtg Invt. TR	2,500 Shares of Common Stock	63,765	57,400
	Rite Aid Corporation	1,000 Shares of Common Stock	77,973	91,080
	Ford Motor Company	9,550 Shares of Common Stock	149,006	147,357
	General Motors	4,500 Shares of Common Stock	153,849	183,915
	Bank of America Corp	18,555 Shares of Common Stock	266,512	288,901
	Exelon Corporation	2,423.29 Shares of Common Stock	72,185	65,114
	Target Corp	201 Shares of Common Stock	13,903	12,717
	J M Smucker Co	125 Shares of Common Stock	12,589	12,952
	Scana Corp Com	281 Shares of Common Stock	13,992	13,187
	Kellogg Company	216 Shares of Common Stock	13,745	13,191
	The Southern Company	325 Shares of Common Stock	14,100	13,361
	Baxter International Inc'	193 Shares of Common Stock	13,409	13,423
	General Mills Inc	269 Shares of Common Stock	13,045	13,426
	Wisconsin Energy Corp	335 Shares of Common Stock	13,890	13,849
	Factset Research Systems Inc	129 Shares of Common Stock	13,077	14,007
	Northeast Utiltities	332 Shares of Common Stock	13,481	14,073
	Pepsico Incorporated	170 Shares of Common Stock	13,678	14,100
	Procter & Gamble Co	174 Shares of Common Stock	13,388	14,165
	International Business Machine Corp	76 Shares of Common Stock	14,780	14,255
	McDonalds Corp	147 Shares of Common Stock	14,404	14,263
	Johnson & Johnson	156 Shares of Common Stock	13,374	14,288
	Grainger WW Inc	56 Shares of Common Stock	14,270	14,303
	Nexterra Energy Inc	168 Shares of Common Stock	13,299	14,384
	Chevron Corp	116 Shares of Common Stock	13,663	14,490
	Wal-Mart Stores Inc.	185 Shares of Common Stock	13,795	14,558
	Nordstrom Inc	237 Shares of Common Stock	14,009	14,647
	Analog Devices Inc	288 Shares of Common Stock	12,795	14,668
	Medtronic Inc	256 Shares of Common Stock	13,298	14,692
	Eaton Vance Corp Non-Vtg	348 Shares of Common Stock	13,439	14,891
	Conocophillips	211 Shares of Common Stock	12,688	14,907
	Colgate-Palmolive Co	233 Shares of Common Stock	13,165	15,194
	United Technologies Corp	135 Shares of Common Stock	11,758	15,363
	Aflac Inc	230 Shares of Common Stock	13,024	15,364
	Clorox Company	166 Shares of Common Stock	13,648	15,398
	Sysco Corporation	427 Shares of Common Stock	14,464	15,415
	Air Products & Chemicals	138 Shares of Common Stock	12,956	15,426
	Praxair Inc	119 Shares of Common Stock	13,648	15,474
	Novartis AG Spon ADR	193 Shares of Common Stock	13,281	15,513

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
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	(d) Cost	(e) Current Value
Common stocks (continued)				
	Sigma Aldrich Corp	166 Shares of Common Stock	13,387	15,606
	Automatic Data Processing	194 Shares of Common Stock	13,383	15,675
	Becton Dickinson & Co	142 Shares of Common Stock	13,914	15,689
	Genl Dynamics Corp Com	166 Shares of Common Stock	12,879	15,861
	Chubb Corp	165 Shares of Common Stock	13,677	15,944
	Emerson Electric Co	228 Shares of Common Stock	12,516	16,001
	Paychex Inc	353 Shares of Common Stock	13,198	16,072
	Exxon Mobil Corp	159 Shares of Common Stock	14,218	16,091
	Illinois Tool Works Inc	192 Shares of Common Stock	13,128	16,143
	Microsoft Corp.	436 Shares of Common Stock	14,743	16,311
	3M Co	120 Shares of Common Stock	12,498	16,830
	Harris Corp Del	243 Shares of Common Stock	11,716	16,964
	Norfolk Southern Corp	191 Shares of Common Stock	13,673	17,731
	Polaris Inds Inc	122 Shares of Common Stock	11,591	17,768
	VF Corporation	292 Shares of Common Stock	13,903	18,203
	Phillips 66	240 Shares of Common Stock	13,658	18,511
	AT&T Inc	579 Shares of Common Stock	19,800	20,358
	Lowes Companies Inc	438 Shares of Common Stock	18,571	21,703
			$1,512,169	$ 1,652,222
Funds held in money market accounts				
	Ford Credit	Money market account, interest rate of 1%	$ 2,234	$ 2,234
	Wells Fargo Advisors, LLC	Money market accounts, interest rate of 0.01%	11,145	11,145
			$ 13,379	$ 13,379

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2013

(a) Identity of party involved	(b) Description of asset (include interest rate and and maturity date in case of a loan), rate of interest, collateral,	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred in Transaction	(g) Cost of Asset	(h) Current Value of asset on transaction date	(i) Net gain or (loss)
American Capital Mortgage Investment	Acquisition of 7,600 Shares of Common Stock	$ 187,238	$ -	$ -	$ -	$ -	$ 187,238	$ -
American Capital Mortgage Investment	Sell of 7,600 shares of common stock	-	139,475	-	-	187,238	139,475	(47,763)
American Capital Agency Corp.	Sell of 7,310 shares of common stock		159,802	-	-	218,129	159,802	(58,327)
BofA 8.2% Non-cum Perpet Pfd Ser H, Callable on 5/1/13	Sell of 9,544 shares of preferred stock		238,600	-	-	244,326	238,600	(5,726)
BofA 8.625% Non-cum Perpet Pfd , Callable on5/28/2013	Sell of 10,000 shares of preferred stock		250,000	-	-	255,600	250,000	(5,600)
Bank of America Corp	Acquisition of 19,500 Shares of Common Stock	280,517	-	-	-	-	280,517	-
Ford Motor Company	Acquisition of 9,550 Shares of Common Stock	149,006	-	-	-	-	149,006	-
General Motors	Acquisition of 4,500 Shares of Common Stock	143,849	-	-	-	-	143,849	-
		$ 760,610	$ 787,877	$ -	$ -	$ 905,293	$ 1,548,487	$ (117,416)

See accompanying notes.