

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ACOSTA, INC. 401(K) RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/30/1961</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>09/30/1961</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>09/30/1961</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ACOSTA, INC.</u> <u>6600 CORPORATE CENTER PARKWAY</u> <u>JACKSONVILLE, FL 32216</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>59-3522052</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>904-281-9800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>425120</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>59-3522052</u>	2c Sponsor's telephone number <u>904-281-9800</u>	2d Business code (see instructions) <u>425120</u>	
2b Employer Identification Number (EIN) <u>59-3522052</u>					
2c Sponsor's telephone number <u>904-281-9800</u>					
2d Business code (see instructions) <u>425120</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>12/12/2014</u> Date	<u>PETER KNEEDLER</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	<u>12/12/2014</u> Date	<u>PETER KNEEDLER</u> Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address ACOSTA, INC. 6600 CORPORATE CENTER PARKWAY JACKSONVILLE, FL 32216		3b Administrator's EIN 59-3522052 3c Administrator's telephone number 904-281-9800
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 20454
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 22623
b Retired or separated participants receiving benefits.....		6b 84
c Other retired or separated participants entitled to future benefits.....		6c 1082
d Subtotal. Add lines 6a , 6b , and 6c		6d 23789
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 46
f Total. Add lines 6d and 6e		6f 23835
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 9015
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 298
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan ACOSTA, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ACOSTA, INC.	D Employer Identification Number (EIN) 59-3522052

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
FIDELITY INV INST OPS CO

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	54835	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THE NEWPORT GROUP

59-2386168

(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?
27	INVESTMENT ADVISOR	34226	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN MID CAP INV - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APPR INST - PRINCIPAL SH 34-1953399	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APPREC A - PRINCIPAL SHA 34-1953399	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS GRTH & INC R5 - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.20%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS GRTH & INC Y - INVESCO INVESTM 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS SM CP GRTH IS - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MUTUAL GLB DISCVRY Z - FRANKLIN TEM 94-3167260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PERIMETER SC GRTH I - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PERKINS MID CP VAL I - JANUS SERVIC 43-1804048	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM REAL RETURN INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.02%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ROYCE LOW PR STK IS - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.05%	

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
(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

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ACOSTA, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ACOSTA, INC.</u>	D Employer Identification Number (EIN) <u>59-3522052</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WF STABLE RETURN Q</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2250959-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>58778138</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FID MGD INC PORT II</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ACOSTA, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ACOSTA, INC.</u>	D Employer Identification Number (EIN) <u>59-3522052</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(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)		
	(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)	5756797	6236834
	(9) Value of interest in common/collective trusts.....	1c(9)	58907319	58778138
	(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)	246897381	292072918
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	311561497	357087890

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	311561497	357087890
---	-----------	-----------	-----------

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)	6897499	
(B) Participants	2a(1)(B)	24294739	
(C) Others (including rollovers)	2a(1)(C)	7963571	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		39155809
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3	
(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)	297379	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		297382
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	11350597	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		11350597
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		588588
(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)		23717410
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		75109786

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29430889	
(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)		29430889
f Corrective distributions (see instructions)	2f		32995
g Certain deemed distributions of participant loans (see instructions).....	2g		29655
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	89854	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		89854
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		29583393

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		45526393
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: ENNIS, PELLUM & ASSOCIATES, CPAS

(2) EIN: 59-1843700

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a	X		518
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?	X		43
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ACOSTA, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ACOSTA, INC.</u>	D Employer Identification Number (EIN) <u>59-3522052</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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): _____

ACOSTA, INC. 401(K) RETIREMENT PLAN

**FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL INFORMATION**

* * * * *

TABLE OF CONTENTS

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Acosta, Inc. 401(k) Retirement Plan
Jacksonville, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Acosta, Inc. 401(k) Retirement Plan (the Plan), which comprise the statements of net assets available for benefits 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The schedule of assets (held at end of year) as of December 31, 2012, and the schedule of delinquent participant contributions for the year ended December 31, 2012, which are the responsibility of management, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ennis, Pellum & Associates, PA

Jacksonville, Florida
October 8, 2013

ACOSTA, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	<u>2012</u>	<u>2011</u>
INVESTMENTS, AT FAIR MARKET VALUE:		
Common collective trusts	\$ 58,778,138	\$ 58,907,319
Mutual funds	<u>292,072,918</u>	<u>246,897,381</u>
Total Investments	350,851,056	305,804,700
RECEIVABLES:		
Employer contributions	7,678,519	6,879,957
Notes receivable from participants	<u>6,236,834</u>	<u>5,756,797</u>
Total Receivables	<u>13,915,353</u>	<u>12,636,754</u>
TOTAL ASSETS	364,766,409	318,441,454

LIABILITIES

Excess contributions payable	<u>131,884</u>	<u>---</u>
TOTAL LIABILITIES	<u>131,884</u>	<u>---</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	364,634,525	318,441,454
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 5)	<u>(1,656,527)</u>	<u>(1,434,144)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 362,977,998</u>	<u>\$ 317,007,310</u>

See accompanying notes to financial statements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of investments	\$ 23,717,849	\$ (12,763,795)
Interest and dividends	<u>11,716,366</u>	<u>10,492,478</u>
Total Investment Income (Loss)	35,434,215	(2,271,317)
INTEREST INCOME ON NOTES		
RECEIVABLE FROM PARTICIPANTS	297,379	299,525
CONTRIBUTIONS:		
Participants'	24,162,855	21,461,162
Employer	7,696,061	6,685,923
Rollover	<u>7,963,571</u>	<u>1,790,598</u>
Total Contributions	39,822,487	29,937,683
DEDUCTIONS:		
Benefits paid directly to participants	29,493,541	26,156,355
Administrative expenses	<u>89,852</u>	<u>154,851</u>
Total Deductions	<u>29,583,393</u>	<u>26,311,206</u>
NET INCREASE	45,970,688	1,654,685
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>317,007,310</u>	<u>315,352,625</u>
END OF YEAR	<u>\$ 362,977,998</u>	<u>\$ 317,007,310</u>

See accompanying notes to financial statements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN:

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

General

The Plan, adopted effective September 30, 1961, is a defined contribution plan covering all employees of Acosta, Inc. (the Company or Employer). Full-time employees are eligible to participate in the Plan at the time of employment; part-time employees are eligible after six months of employment. The Plan is subject to the provisions of the Employer Retirement Income Security Act of 1974 (ERISA).

The Plan made the following amendments, effective January 1, 2011:

- a. The definition of compensation was changed to exclude any compensation paid to or received by a participant following the participant's termination of employment, other than compensation received in the participant's final paycheck.
- b. For vesting purposes, if a participant is rehired after a break in service of less than five years, their vesting service credited before the break will continue to count under the Plan. If a participant is rehired after a break in service of greater than five years, their vesting service credited before the break will continue to count to the extent it can be verified by Employer records; however, such individual's non-vested account may be forfeited.

Contributions

Participants may contribute a percentage of pre-tax annual compensation, as defined in the Plan agreement, up to the maximum amount permissible by law. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company matches 50% of participant contributions, up to 6% of the participant's eligible compensation. The Company may also make discretionary qualified non-elective contributions and additional discretionary matching contributions in an amount to be determined by the Company. Additional discretionary matching contributions should not exceed 50% of the Company's matching contribution. Company discretionary qualified non-elective contributions and additional discretionary matching contributions were not made during 2012 or 2011. Company matching contributions, discretionary non-elective contributions, and additional discretionary matching contributions are recorded annually.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (CONTINUED):

Participant Accounts

Each participant's account is credited with the participant's contribution, Company matching contributions, and Plan earnings or losses. Investment earnings are based on the participants' account balances and their investment elections, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their own contributions, rollover contributions, and Company discretionary qualified non-elective contributions plus actual earnings thereon. Vesting in Company matching contributions and additional discretionary matching contributions is based on years of service on the following graduated scale:

<u>Years of Service</u>	<u>Vesting Percentage</u>
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Forfeited Accounts

Forfeited non-vested balances may be used to offset Company matching contributions or Plan expenses, which would otherwise be payable by the Company, or be reallocated to participant accounts, in accordance with the Plan agreement. For the years ended December 31, 2012 and 2011, \$349,663 and \$194,034, respectively, of forfeited balances were used to reduce Employer contributions. There were forfeitures of \$212,999 and \$193,801 available at December 31, 2012 and 2011, respectively.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, installment payments or a combination of these payment options. Participants are allowed to make in-service withdrawals from their fully vested account balances upon reaching the age of 59 ½. The Plan also permits hardship withdrawals, in accordance with provisions specified in the Plan agreement.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (CONTINUED):

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants that had outstanding loans prior to January 1, 2007 are allowed to take out an additional loan as long as the total balance of all outstanding loans meets the above limits. Participants that did not have an outstanding loan as of January 1, 2007 are allowed to have one outstanding loan at a time. Loans are calculated on a fully amortized basis. Loan terms are not to exceed five years, unless for the purchase of a principal residence. Loans that were outstanding prior to January 1, 2007 shall be repaid in accordance with the original terms of the loan. The loans are collateralized by the balance in the participant's account and bear interest at the prime lending rate plus 2% as of the beginning of each month. Principal and interest are paid ratably through payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan agreement.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Investment Valuation and Income Recognition (Continued)

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

Fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through common collective trusts. The statements of net assets available for benefits present the fair value of the investments in the common collective trusts as well as the adjustment of the investments in the common collective trusts from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Administrative Expenses

The Plan is responsible for payment of expenses; however, the Company may elect to pay certain Plan expenses directly. Fees related to the administration of notes receivable and in-service withdrawals are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Payment of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to employee contributions. Excess deferrals of \$131,884 and \$-0- were reduced from employee contributions for the years ended December 31, 2012 and 2011, respectively.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS:

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

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

Level 2: Inputs to the valuation methodology include:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

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

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS (CONTINUED):

Common collective trusts – A common collective trust (CCT) is a commingled pool of investments, not a mutual fund, with the objective of preserving principal while earning interest income. The fair value of the Plan's interest in the CCT is based on the NAV reported by the fund manager as of the financial statement dates and recent transaction prices. The beneficial interest in the net assets of the trust is represented by units. Issues and redemption of units are recorded upon receipt of the unit holder's instructions in good order based on the next determined NAV per unit. NAV per unit is determined each business day.

The Plan invests in a stable value CCT. The fair value of participation units held in the stable value CCT are based on NAV after adjustments to reflect all investments at fair value, including direct and indirect interests in fully-responsive contracts. The stable value CCT generally permits participant-directed withdrawals on any business day. The stable value CCT requires a 12-month notice for liquidation of the underlying assets in the case of any nonparticipant directed withdrawals. An example of a nonparticipant directed withdrawal is if the Company decided to change trustees. There are no unfunded commitments to the stable value CCT. The fair value of the Plan's interest in the stable value CCT is based on quoted market prices in active markets and securities and contracts are valued using observable inputs. The Plan is permitted to redeem investment units at NAV on the measurement date.

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

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap stock	\$ 72,447,928	\$ ---	\$ ---	\$ 72,447,928
Mid cap stock	58,882,454	---	---	58,882,454
Small cap stock	12,760,457	---	---	12,760,457
International stock	32,662,133	---	---	32,662,133
Blended	72,462,699	---	---	72,462,699
Bond/income	42,857,247	---	---	42,857,247
Common collective trusts:				
Stable value fund*	---	58,778,138	---	58,778,138
Total investments, at fair value	<u>\$ 292,072,918</u>	<u>\$ 58,778,138</u>	<u>\$ ---</u>	<u>\$ 350,851,056</u>

* Amount represents fair value (contract value was \$57,121,611)

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap stock	\$ 63,053,877	\$ ---	\$ ---	\$ 63,053,877
Mid cap stock	50,909,573	---	---	50,909,573
Small cap stock	14,136,438	---	---	14,136,438
International stock	28,599,177	---	---	28,599,177
Blended	53,610,775	---	---	53,610,775
Bond/income	36,587,541	---	---	36,587,541
Common collective trusts:				
Managed income*	---	56,138,141	---	56,138,141
Stable value fund**	---	2,769,178	---	2,769,178
Total investments, at fair value	<u>\$ 246,897,381</u>	<u>\$ 58,907,319</u>	<u>\$ ---</u>	<u>\$ 305,804,700</u>

* Amount represents fair value (contract value was \$54,774,171)

** Amount represents fair value (contract value was \$2,699,004)

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

4. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE:

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator has elected that information certified by the trustee not be subjected to any auditing procedures except for comparing such information to the related information contained in the accompanying financial statements and supplemental schedules. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate at December 31:

	<u>2012</u>	<u>2011</u>
Common collective trusts*	\$ 57,121,611	\$ 57,473,175
Mutual funds	292,072,918	246,897,381
Notes receivable from participants	6,236,834	5,756,797

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

4. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (CONTINUED):

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation)	\$ 23,717,849	\$ (12,763,795)
Interest and dividends	11,716,366	10,492,478
Interest income on notes receivable from participants	297,379	299,525

*At contract value

The Plan's independent auditor did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

5. INVESTMENTS:

The Plan's investments are held by the trustee of the Plan. Investments that represent five percent or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified below:

	<u>2012</u>	<u>2011</u>
Wells Fargo Stable Return Q*	\$ 58,778,138	\$ ***
Fidelity Spartan U.S. Equity Index Fund	34,597,732	29,739,972
Artisan Mid Cap Institutional Fund	29,271,024	***
Harbor Cap Appreciation Institutional Fund	26,159,311	***
Fidelity Freedom K 2020 Fund	23,982,181	***
Pimco Total Return Institutional Fund	23,975,748	21,908,010
Mutual Discovery Z Fund	22,290,505	20,062,597
Pimco Real Return Institutional Fund	18,881,499	***
Fidelity Managed Inc. Portfolio II**	***	56,138,141
Artisan Mid Cap Fund	***	24,500,951
Harbor Cap Appreciation A Fund	***	22,893,624
Fidelity Freedom 2020 Fund	***	19,653,920

* Amount represents fair value (contract value was \$57,121,611 as of December 31, 2012).

** Amount represents fair value (contract value was \$54,774,171 as of December 31, 2011).

*** Investment did not represent five percent or more of net assets at year end.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

5. INVESTMENTS (CONTINUED):

During the years ended December 31, 2012 and 2011, the Plan's investments in mutual funds and common collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$23,717,849 and \$(12,763,795), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 23,198,189	\$ (12,772,735)
Common collective trusts	<u>519,660</u>	<u>8,940</u>
Total	<u>\$ 23,717,849</u>	<u>\$ (12,763,795)</u>

The Plan invests in fully benefit-responsive investment funds. These are collective investment trusts that invest in traditional, synthetic and separate account investment contracts issued by insurance companies, banks, and other financial institutions, or which invest in other trusts which invest in the aforementioned vehicles. Under traditional investment contracts the issuer is contractually obligated to repay principal and a specified rate of guaranteed interest. Synthetic investment contracts utilize a wrapper contract with an insurance company or bank to assure that the future interest crediting rate (the interest rate earned by participants for the underlying investments) is not less than zero.

During the year ended December 31, 2012, the Plan discontinued offering the Fidelity Managed Income Portfolio II as an investment option. The fund had an average yield of 1.92% for the year ended December 31, 2011. The blended net crediting interest rate was 1.60% for the year ended December 31, 2011.

The Wells Fargo Stable Return Q Fund had an average yield of 0.94% and 1.56% for the years ended December 31, 2012 and 2011, respectively. The blended net crediting interest rate was 1.95% and 2.33% for the years ended December 31, 2012 and 2011, respectively.

6. PARTIES-IN-INTEREST TRANSACTIONS:

Certain Plan investments in mutual funds are managed by Fidelity Management Trust Company (Fidelity). Fidelity also performs recordkeeping and trust services through various related entities and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to Fidelity by the Plan for administrative services amounted to \$55,626 and \$52,060 for the years ended December 31, 2012 and 2011, respectively.

The Newport Group Securities serves as an advisor to the Plan and is considered a party-in-interest. The Plan paid \$34,226 and \$102,791 to The Newport Group Securities for the years ended December 31, 2012 and 2011, respectively.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

7. INCOME TAX STATUS:

The IRS has determined and informed the Company by a letter dated February 19, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax exempt.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 2010.

8. PLAN TERMINATION:

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

9. RISKS AND UNCERTAINTIES:

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

10. PROHIBITED TRANSACTIONS:

As described in the Schedule of Delinquent Participant Contributions (included in the supplemental information), the Employer did not remit certain contributions to the Plan in a timely manner, as defined by ERISA. These instances were corrected by management remitting the lost income associated with these delays to the trust, which were not significant on the whole to the financial statements. These contributions are considered non-exempt party-in-interest transactions, which may result in an imposition of a 15% excise tax on the amount of the transactions. The tax status of the Plan is not affected by these non-exempt transactions and the Employer intends to pay all fines that may be imposed.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of the net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 362,977,998	\$ 317,007,310
Employer contribution receivable	(7,678,519)	(6,879,957)
Excess contributions payable	131,884	---
Adjustments from contract value to fair value for investments in collective trust	<u>1,656,527</u>	<u>1,434,144</u>
Net assets available for benefits per Form 5500	<u>\$357,087,890</u>	<u>\$311,561,497</u>

The following is a reconciliation of contributions per the financial statements to Form 5500 for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Total contributions per the financial statements	\$ 39,822,487	\$ 29,937,683
Current year employer contribution receivable	(7,678,519)	(6,879,957)
Prior year employer contribution receivable	6,879,957	6,588,926
Current year excess contributions payable	<u>131,884</u>	<u>---</u>
Total contributions per Form 5500	<u>\$ 39,155,809</u>	<u>\$ 29,646,652</u>

The following is a reconciliation of investment income per the financial statements to Form 5500 for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Total investment income (loss) per the financial statements	\$ 35,434,215	\$ (2,271,317)
Prior year adjustment from contract value to fair value for investments in collective trust	(1,434,144)	(549,210)
Current year adjustment from contract value to fair value for investments in collective trust	<u>1,656,527</u>	<u>1,434,144</u>
Investment income per Form 5500	<u>\$ 35,656,598</u>	<u>\$ (1,386,383)</u>

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

12. SUBSEQUENT EVENTS:

The Plan has evaluated subsequent events for adjustment to or disclosure in its financial statements through October 8, 2013, the date the financial statements were available to be issued. Except as noted below, no recordable or disclosable events occurred through this date.

Effective March 1, 2013, the Plan was amended to allow transferred employees, who were participating in another defined contribution plan of the Employer or related employer, and as a result of the transfer were ineligible to participate in the Plan, to transfer their entire account balances to the Plan. If the vesting schedule of the transferring plan is more favorable than the Plan's vesting schedule, the transferring plan's vesting schedule will be incorporated for the transferred account.

SUPPLEMENTAL INFORMATION

ACOSTA, INC. 401(K) RETIREMENT PLAN

EIN: 59-3522052, PLAN NO. 001

FORM 5500; SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b)	(c)	(e)
	IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	CURRENT VALUE
	Wells Fargo	Wells Fargo Stable Return Q	\$ 58,778,138
*	Fidelity Investments	Fidelity Spartan U.S. Equity Index Fund	34,597,732
	Artisan Partners	Artisan Mid Cap Institutional Fund	29,271,024
	Harbor Funds	Harbor Cap Appreciation Institutional Fund	26,159,311
*	Fidelity Investments	Fidelity Freedom K 2020 Fund	23,982,181
	PIMCO Funds	Pimco Total Return Institutional Fund	23,975,748
	Franklin Templeton Investments	Mutual Discovery Z Fund	22,290,505
	PIMCO Funds	Pimco Real Return Institutional Fund	18,881,499
*	Fidelity Investments	Fidelity Low Priced Stock K Fund	16,088,927
	Janus Investment Funds	Perkins Mid Cap Value I Fund	13,522,503
*	Fidelity Investments	Fidelity Freedom K 2030 Fund	13,238,268
	Invesco Van Kampen Funds	Van Kampen Growth & Income R5 Fund	11,690,885
*	Fidelity Investments	Fidelity Diversified International K Fund	10,371,628
	Loomis Sayles	Loomis Sayles Small Cap Growth Institutional Fund	7,125,669
*	Fidelity Investments	Fidelity Freedom K 2010 Fund	6,895,516
*	Fidelity Investments	Fidelity Freedom K 2025 Fund	6,018,349
*	Fidelity Investments	Fidelity Freedom K 2040 Fund	5,649,590
	The Royce Funds	Royce Low Priced Stock Fund	5,634,788
*	Fidelity Investments	Fidelity Freedom K 2015 Fund	4,568,260
*	Fidelity Investments	Fidelity Freedom K Income Fund	3,681,919
*	Fidelity Investments	Fidelity Freedom K 2035 Fund	3,427,892
*	Fidelity Investments	Fidelity Freedom K 2050 Fund	1,990,466
*	Fidelity Investments	Fidelity Freedom K 2045 Fund	1,247,220
*	Fidelity Investments	Fidelity Freedom K 2000 Fund	1,179,061
*	Fidelity Investments	Fidelity Freedom K 2005 Fund	549,568
*	Fidelity Investments	Fidelity Freedom K 2055 Fund	34,409
*	Participant loans	Participant loans with interest rates of 3.25% to 10.00%, maturing through 2033	6,236,834
			<u>\$ 357,087,890</u>

* Indicates a party-in-interest

Note: Investments are participant directed, thus cost information is not required.

See independent auditors' report.

ACOSTA, INC. 401(K) RETIREMENT PLAN

EIN: 59-3522052, PLAN NO. 001

FORM 5500; SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a)	(b)
<u>PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN</u>	<u>TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION</u>
Participant contributions for the week ended 12/30/11	\$ 478
Participant contributions for the week ended 3/23/12	<u>41</u>
	<u><u>\$ 519</u></u>

See independent auditors' report.

ACOSTA, INC. 401(K) RETIREMENT PLAN

**FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL INFORMATION**

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INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Acosta, Inc. 401(k) Retirement Plan
Jacksonville, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Acosta, Inc. 401(k) Retirement Plan (the Plan), which comprise the statements of net assets available for benefits 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The schedule of assets (held at end of year) as of December 31, 2012, and the schedule of delinquent participant contributions for the year ended December 31, 2012, which are the responsibility of management, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ennis, Pellum & Associates, PA

Jacksonville, Florida
October 8, 2013

ACOSTA, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	<u>2012</u>	<u>2011</u>
INVESTMENTS, AT FAIR MARKET VALUE:		
Common collective trusts	\$ 58,778,138	\$ 58,907,319
Mutual funds	<u>292,072,918</u>	<u>246,897,381</u>
Total Investments	350,851,056	305,804,700
RECEIVABLES:		
Employer contributions	7,678,519	6,879,957
Notes receivable from participants	<u>6,236,834</u>	<u>5,756,797</u>
Total Receivables	<u>13,915,353</u>	<u>12,636,754</u>
TOTAL ASSETS	364,766,409	318,441,454

LIABILITIES

Excess contributions payable	<u>131,884</u>	<u>---</u>
TOTAL LIABILITIES	<u>131,884</u>	<u>---</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	364,634,525	318,441,454
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 5)	<u>(1,656,527)</u>	<u>(1,434,144)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 362,977,998</u>	<u>\$ 317,007,310</u>

See accompanying notes to financial statements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of investments	\$ 23,717,849	\$ (12,763,795)
Interest and dividends	<u>11,716,366</u>	<u>10,492,478</u>
Total Investment Income (Loss)	35,434,215	(2,271,317)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	297,379	299,525
CONTRIBUTIONS:		
Participants'	24,162,855	21,461,162
Employer	7,696,061	6,685,923
Rollover	<u>7,963,571</u>	<u>1,790,598</u>
Total Contributions	39,822,487	29,937,683
DEDUCTIONS:		
Benefits paid directly to participants	29,493,541	26,156,355
Administrative expenses	<u>89,852</u>	<u>154,851</u>
Total Deductions	<u>29,583,393</u>	<u>26,311,206</u>
NET INCREASE	45,970,688	1,654,685
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>317,007,310</u>	<u>315,352,625</u>
END OF YEAR	<u>\$ 362,977,998</u>	<u>\$ 317,007,310</u>

See accompanying notes to financial statements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN:

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

General

The Plan, adopted effective September 30, 1961, is a defined contribution plan covering all employees of Acosta, Inc. (the Company or Employer). Full-time employees are eligible to participate in the Plan at the time of employment; part-time employees are eligible after six months of employment. The Plan is subject to the provisions of the Employer Retirement Income Security Act of 1974 (ERISA).

The Plan made the following amendments, effective January 1, 2011:

- a. The definition of compensation was changed to exclude any compensation paid to or received by a participant following the participant's termination of employment, other than compensation received in the participant's final paycheck.
- b. For vesting purposes, if a participant is rehired after a break in service of less than five years, their vesting service credited before the break will continue to count under the Plan. If a participant is rehired after a break in service of greater than five years, their vesting service credited before the break will continue to count to the extent it can be verified by Employer records; however, such individual's non-vested account may be forfeited.

Contributions

Participants may contribute a percentage of pre-tax annual compensation, as defined in the Plan agreement, up to the maximum amount permissible by law. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company matches 50% of participant contributions, up to 6% of the participant's eligible compensation. The Company may also make discretionary qualified non-elective contributions and additional discretionary matching contributions in an amount to be determined by the Company. Additional discretionary matching contributions should not exceed 50% of the Company's matching contribution. Company discretionary qualified non-elective contributions and additional discretionary matching contributions were not made during 2012 or 2011. Company matching contributions, discretionary non-elective contributions, and additional discretionary matching contributions are recorded annually.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (CONTINUED):

Participant Accounts

Each participant's account is credited with the participant's contribution, Company matching contributions, and Plan earnings or losses. Investment earnings are based on the participants' account balances and their investment elections, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their own contributions, rollover contributions, and Company discretionary qualified non-elective contributions plus actual earnings thereon. Vesting in Company matching contributions and additional discretionary matching contributions is based on years of service on the following graduated scale:

<u>Years of Service</u>	<u>Vesting Percentage</u>
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Forfeited Accounts

Forfeited non-vested balances may be used to offset Company matching contributions or Plan expenses, which would otherwise be payable by the Company, or be reallocated to participant accounts, in accordance with the Plan agreement. For the years ended December 31, 2012 and 2011, \$349,663 and \$194,034, respectively, of forfeited balances were used to reduce Employer contributions. There were forfeitures of \$212,999 and \$193,801 available at December 31, 2012 and 2011, respectively.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, installment payments or a combination of these payment options. Participants are allowed to make in-service withdrawals from their fully vested account balances upon reaching the age of 59 ½. The Plan also permits hardship withdrawals, in accordance with provisions specified in the Plan agreement.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF PLAN (CONTINUED):

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants that had outstanding loans prior to January 1, 2007 are allowed to take out an additional loan as long as the total balance of all outstanding loans meets the above limits. Participants that did not have an outstanding loan as of January 1, 2007 are allowed to have one outstanding loan at a time. Loans are calculated on a fully amortized basis. Loan terms are not to exceed five years, unless for the purchase of a principal residence. Loans that were outstanding prior to January 1, 2007 shall be repaid in accordance with the original terms of the loan. The loans are collateralized by the balance in the participant's account and bear interest at the prime lending rate plus 2% as of the beginning of each month. Principal and interest are paid ratably through payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan agreement.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Investment Valuation and Income Recognition (Continued)

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

Fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through common collective trusts. The statements of net assets available for benefits present the fair value of the investments in the common collective trusts as well as the adjustment of the investments in the common collective trusts from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Administrative Expenses

The Plan is responsible for payment of expenses; however, the Company may elect to pay certain Plan expenses directly. Fees related to the administration of notes receivable and in-service withdrawals are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Payment of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to employee contributions. Excess deferrals of \$131,884 and \$-0- were reduced from employee contributions for the years ended December 31, 2012 and 2011, respectively.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS:

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

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

Level 2: Inputs to the valuation methodology include:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

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

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS (CONTINUED):

Common collective trusts – A common collective trust (CCT) is a commingled pool of investments, not a mutual fund, with the objective of preserving principal while earning interest income. The fair value of the Plan's interest in the CCT is based on the NAV reported by the fund manager as of the financial statement dates and recent transaction prices. The beneficial interest in the net assets of the trust is represented by units. Issues and redemption of units are recorded upon receipt of the unit holder's instructions in good order based on the next determined NAV per unit. NAV per unit is determined each business day.

The Plan invests in a stable value CCT. The fair value of participation units held in the stable value CCT are based on NAV after adjustments to reflect all investments at fair value, including direct and indirect interests in fully-responsive contracts. The stable value CCT generally permits participant-directed withdrawals on any business day. The stable value CCT requires a 12-month notice for liquidation of the underlying assets in the case of any nonparticipant directed withdrawals. An example of a nonparticipant directed withdrawal is if the Company decided to change trustees. There are no unfunded commitments to the stable value CCT. The fair value of the Plan's interest in the stable value CCT is based on quoted market prices in active markets and securities and contracts are valued using observable inputs. The Plan is permitted to redeem investment units at NAV on the measurement date.

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

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap stock	\$ 72,447,928	\$ ---	\$ ---	\$ 72,447,928
Mid cap stock	58,882,454	---	---	58,882,454
Small cap stock	12,760,457	---	---	12,760,457
International stock	32,662,133	---	---	32,662,133
Blended	72,462,699	---	---	72,462,699
Bond/income	42,857,247	---	---	42,857,247
Common collective trusts:				
Stable value fund*	---	58,778,138	---	58,778,138
Total investments, at fair value	<u>\$ 292,072,918</u>	<u>\$ 58,778,138</u>	<u>\$ ---</u>	<u>\$ 350,851,056</u>

* Amount represents fair value (contract value was \$57,121,611)

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap stock	\$ 63,053,877	\$ ---	\$ ---	\$ 63,053,877
Mid cap stock	50,909,573	---	---	50,909,573
Small cap stock	14,136,438	---	---	14,136,438
International stock	28,599,177	---	---	28,599,177
Blended	53,610,775	---	---	53,610,775
Bond/income	36,587,541	---	---	36,587,541
Common collective trusts:				
Managed income*	---	56,138,141	---	56,138,141
Stable value fund**	---	2,769,178	---	2,769,178
Total investments, at fair value	<u>\$ 246,897,381</u>	<u>\$ 58,907,319</u>	<u>\$ ---</u>	<u>\$ 305,804,700</u>

* Amount represents fair value (contract value was \$54,774,171)

** Amount represents fair value (contract value was \$2,699,004)

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

4. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE:

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator has elected that information certified by the trustee not be subjected to any auditing procedures except for comparing such information to the related information contained in the accompanying financial statements and supplemental schedules. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate at December 31:

	<u>2012</u>	<u>2011</u>
Common collective trusts*	\$ 57,121,611	\$ 57,473,175
Mutual funds	292,072,918	246,897,381
Notes receivable from participants	6,236,834	5,756,797

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

4. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (CONTINUED):

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation)	\$ 23,717,849	\$ (12,763,795)
Interest and dividends	11,716,366	10,492,478
Interest income on notes receivable from participants	297,379	299,525

*At contract value

The Plan's independent auditor did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

5. INVESTMENTS:

The Plan's investments are held by the trustee of the Plan. Investments that represent five percent or more of the Plan's net assets at December 31, 2012 and 2011 are separately identified below:

	<u>2012</u>	<u>2011</u>
Wells Fargo Stable Return Q*	\$ 58,778,138	\$ ***
Fidelity Spartan U.S. Equity Index Fund	34,597,732	29,739,972
Artisan Mid Cap Institutional Fund	29,271,024	***
Harbor Cap Appreciation Institutional Fund	26,159,311	***
Fidelity Freedom K 2020 Fund	23,982,181	***
Pimco Total Return Institutional Fund	23,975,748	21,908,010
Mutual Discovery Z Fund	22,290,505	20,062,597
Pimco Real Return Institutional Fund	18,881,499	***
Fidelity Managed Inc. Portfolio II**	***	56,138,141
Artisan Mid Cap Fund	***	24,500,951
Harbor Cap Appreciation A Fund	***	22,893,624
Fidelity Freedom 2020 Fund	***	19,653,920

* Amount represents fair value (contract value was \$57,121,611 as of December 31, 2012).

** Amount represents fair value (contract value was \$54,774,171 as of December 31, 2011).

*** Investment did not represent five percent or more of net assets at year end.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

5. INVESTMENTS (CONTINUED):

During the years ended December 31, 2012 and 2011, the Plan's investments in mutual funds and common collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$23,717,849 and \$(12,763,795), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 23,198,189	\$ (12,772,735)
Common collective trusts	<u>519,660</u>	<u>8,940</u>
Total	<u>\$ 23,717,849</u>	<u>\$ (12,763,795)</u>

The Plan invests in fully benefit-responsive investment funds. These are collective investment trusts that invest in traditional, synthetic and separate account investment contracts issued by insurance companies, banks, and other financial institutions, or which invest in other trusts which invest in the aforementioned vehicles. Under traditional investment contracts the issuer is contractually obligated to repay principal and a specified rate of guaranteed interest. Synthetic investment contracts utilize a wrapper contract with an insurance company or bank to assure that the future interest crediting rate (the interest rate earned by participants for the underlying investments) is not less than zero.

During the year ended December 31, 2012, the Plan discontinued offering the Fidelity Managed Income Portfolio II as an investment option. The fund had an average yield of 1.92% for the year ended December 31, 2011. The blended net crediting interest rate was 1.60% for the year ended December 31, 2011.

The Wells Fargo Stable Return Q Fund had an average yield of 0.94% and 1.56% for the years ended December 31, 2012 and 2011, respectively. The blended net crediting interest rate was 1.95% and 2.33% for the years ended December 31, 2012 and 2011, respectively.

6. PARTIES-IN-INTEREST TRANSACTIONS:

Certain Plan investments in mutual funds are managed by Fidelity Management Trust Company (Fidelity). Fidelity also performs recordkeeping and trust services through various related entities and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to Fidelity by the Plan for administrative services amounted to \$55,626 and \$52,060 for the years ended December 31, 2012 and 2011, respectively.

The Newport Group Securities serves as an advisor to the Plan and is considered a party-in-interest. The Plan paid \$34,226 and \$102,791 to The Newport Group Securities for the years ended December 31, 2012 and 2011, respectively.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

7. INCOME TAX STATUS:

The IRS has determined and informed the Company by a letter dated February 19, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax exempt.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 2010.

8. PLAN TERMINATION:

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

9. RISKS AND UNCERTAINTIES:

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

10. PROHIBITED TRANSACTIONS:

As described in the Schedule of Delinquent Participant Contributions (included in the supplemental information), the Employer did not remit certain contributions to the Plan in a timely manner, as defined by ERISA. These instances were corrected by management remitting the lost income associated with these delays to the trust, which were not significant on the whole to the financial statements. These contributions are considered non-exempt party-in-interest transactions, which may result in an imposition of a 15% excise tax on the amount of the transactions. The tax status of the Plan is not affected by these non-exempt transactions and the Employer intends to pay all fines that may be imposed.

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of the net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 362,977,998	\$ 317,007,310
Employer contribution receivable	(7,678,519)	(6,879,957)
Excess contributions payable	131,884	---
Adjustments from contract value to fair value for investments in collective trust	<u>1,656,527</u>	<u>1,434,144</u>
Net assets available for benefits per Form 5500	<u>\$357,087,890</u>	<u>\$311,561,497</u>

The following is a reconciliation of contributions per the financial statements to Form 5500 for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Total contributions per the financial statements	\$ 39,822,487	\$ 29,937,683
Current year employer contribution receivable	(7,678,519)	(6,879,957)
Prior year employer contribution receivable	6,879,957	6,588,926
Current year excess contributions payable	<u>131,884</u>	<u>---</u>
Total contributions per Form 5500	<u>\$ 39,155,809</u>	<u>\$ 29,646,652</u>

The following is a reconciliation of investment income per the financial statements to Form 5500 for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Total investment income (loss) per the financial statements	\$ 35,434,215	\$ (2,271,317)
Prior year adjustment from contract value to fair value for investments in collective trust	(1,434,144)	(549,210)
Current year adjustment from contract value to fair value for investments in collective trust	<u>1,656,527</u>	<u>1,434,144</u>
Investment income per Form 5500	<u>\$ 35,656,598</u>	<u>\$ (1,386,383)</u>

ACOSTA, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

12. SUBSEQUENT EVENTS:

The Plan has evaluated subsequent events for adjustment to or disclosure in its financial statements through October 8, 2013, the date the financial statements were available to be issued. Except as noted below, no recordable or disclosable events occurred through this date.

Effective March 1, 2013, the Plan was amended to allow transferred employees, who were participating in another defined contribution plan of the Employer or related employer, and as a result of the transfer were ineligible to participate in the Plan, to transfer their entire account balances to the Plan. If the vesting schedule of the transferring plan is more favorable than the Plan's vesting schedule, the transferring plan's vesting schedule will be incorporated for the transferred account.

13. EVENT (UNAUDITED) SUBSEQUENT TO THE DATE OF THE INDEPENDENT AUDITORS' REPORT:

The Plan became aware of an error in the plan number on two of its pension plans. To rectify the error, the Plan is being amended to change the plan number to 002. The supplemental schedule of assets (held at the end of year) and the schedule of delinquent participant contributions have been revised to include the amended plan number 002.

SUPPLEMENTAL INFORMATION

ACOSTA, INC. 401(K) RETIREMENT PLAN
 EIN: 59-3522052, PLAN NO. 002
 FORM 5500; SCHEDULE H, LINE 4i
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 DECEMBER 31, 2012

(a)	(b)	(c)	(e)
IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	CURRENT VALUE	
	Wells Fargo	Wells Fargo Stable Return Q	\$ 58,778,138
*	Fidelity Investments	Fidelity Spartan U.S. Equity Index Fund	34,597,732
	Artisan Partners	Artisan Mid Cap Institutional Fund	29,271,024
	Harbor Funds	Harbor Cap Appreciation Institutional Fund	26,159,311
*	Fidelity Investments	Fidelity Freedom K 2020 Fund	23,982,181
	PIMCO Funds	Pimco Total Return Institutional Fund	23,975,748
	Franklin Templeton Investments	Mutual Discovery Z Fund	22,290,505
	PIMCO Funds	Pimco Real Return Institutional Fund	18,881,499
*	Fidelity Investments	Fidelity Low Priced Stock K Fund	16,088,927
	Janus Investment Funds	Perkins Mid Cap Value I Fund	13,522,503
*	Fidelity Investments	Fidelity Freedom K 2030 Fund	13,238,268
	Invesco Van Kampen Funds	Van Kampen Growth & Income R5 Fund	11,690,885
*	Fidelity Investments	Fidelity Diversified International K Fund	10,371,628
	Loomis Sayles	Loomis Sayles Small Cap Growth Institutional Fund	7,125,669
*	Fidelity Investments	Fidelity Freedom K 2010 Fund	6,895,516
*	Fidelity Investments	Fidelity Freedom K 2025 Fund	6,018,349
*	Fidelity Investments	Fidelity Freedom K 2040 Fund	5,649,590
	The Royce Funds	Royce Low Priced Stock Fund	5,634,788
*	Fidelity Investments	Fidelity Freedom K 2015 Fund	4,568,260
*	Fidelity Investments	Fidelity Freedom K Income Fund	3,681,919
*	Fidelity Investments	Fidelity Freedom K 2035 Fund	3,427,892
*	Fidelity Investments	Fidelity Freedom K 2050 Fund	1,990,466
*	Fidelity Investments	Fidelity Freedom K 2045 Fund	1,247,220
*	Fidelity Investments	Fidelity Freedom K 2000 Fund	1,179,061
*	Fidelity Investments	Fidelity Freedom K 2005 Fund	549,568
*	Fidelity Investments	Fidelity Freedom K 2055 Fund	34,409
*	Participant loans	Participant loans with interest rates of 3.25% to 10.00%, maturing through 2033	6,236,834
			<u>\$ 357,087,890</u>

* Indicates a party-in-interest

Note: Investments are participant directed, thus cost information is not required.

See independent auditors' report.

ACOSTA, INC. 401(K) RETIREMENT PLAN

EIN: 59-3522052, PLAN NO. 002

FORM 5500; SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a)	(b)
<u>PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN</u>	<u>TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION</u>
Participant contributions for the week ended 12/30/11	\$ 478
Participant contributions for the week ended 3/23/12	<u>41</u>
	<u>\$ 519</u>

See independent auditors' report.