Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

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Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
NEW ERA LIFE INSURANCE COMPANY 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

NEW ERA LIFE INS. CO

11720 KATY FWY STE 1700
HOUSTON, TX 77079

2b Employer Identification Number (EIN) 74-2552025

2c Sponsor's telephone number 281-368-7281

2d Business code (see instructions) 524140

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.	10/12/2012	MARY FRAZIER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
NEW ERA LIFE INS. CO

11720 KATY FWY STE 1700
HOUSTON, TX 77079

3b Administrator's EIN
74-2552025

3c Administrator's telephone number
281-368-7281

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**	195
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**	178
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	194
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	194
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	175
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 Characteristic Codes in the instructions:
2E 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NEW ERA LIFE INSURANCE COMPANY 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW ERA LIFE INS. CO

D Employer Identification Number (EIN)
74-2552025

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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250 VESEY STREET
NEW YORK, NY 10281

13-5674085

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

PAYCHEX SECURITIES CORPORATION

16-1486352

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

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

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

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4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
	BROKERAGE		Yes [X] No [ ]	Yes [ ] No [X]	49105	Yes [ ] No [X]

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

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

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

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

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
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(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.
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(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NEW ERA LIFE INSURANCE COMPANY 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW ERA LIFE INS. CO

D Employer Identification Number (EIN)
74-2552025

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2010779	2094445
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	128463	137166
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	6497327	6696626
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	8636569	8928237
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8636569	8928237

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)	166136	
(B) Participants	2a(1)(B)	656860	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		822996
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	53	
(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)	5992	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6045
(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)	202136	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		202136
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-368188
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		662989
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	370604	
(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)		370604
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	717	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		717
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		371321
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		291668
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PMB HELIN DONOVAN, LLP **(2)** EIN: 74-3001153

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NEW ERA LIFE INSURANCE COMPANY 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW ERA LIFE INS. CO

D Employer Identification Number (EIN)
74-2552025

Part I Distributions

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

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

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

EIN(s): 16-1470238

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

NEW ERA LIFE INSURANCE 401(K)
PROFIT SHARING PLAN & TRUST
Index to Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

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Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2011	3
Notes to Financial Statements	4-11
Supplemental Schedule – Assets Held for Investment Purposes at End of Year, December 31, 2011 (Unaudited)	12

PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To The Board of Trustees
New Era Life Insurance Company 401(k) Profit Sharing Plan & Trust:

We have audited the accompanying statements of net assets available for benefits of the New Era Life Insurance Company 401(k) Profit Sharing Plan & Trust (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2011 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PMB Helin Donovan, LLP

PMB Helin Donovan, LLP

Dallas, Texas
October 12, 2012

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments, at fair value		
Money market funds	$ 2,094,445	$ 2,010,779
Mutual funds	6,696,626	6,497,327
Total investments	8,791,071	8,508,106
Receivables		
Notes receivable from participants	137,166	128,463
Total receivables	137,166	128,463
TOTAL ASSETS	8,928,237	8,636,569
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,928,237	$ 8,636,569

See accompanying notes and independent auditors' report.

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

ADDITIONS:		
Additions to net assets attributable to:		
Investment income		
Dividends and interest	$	202,136
Total investment income		202,136
Interest on notes receivable from participants		5,992
Contributions		
Participants		656,860
Employer		166,136
Total contributions		822,996
Total additions		1,031,124
DEDUCTIONS:		
Deductions from net assets attributable to:		
Net depreciation in fair value of investments		368,135
Benefits paid to participants		370,604
Administrative expenses		717
Total deductions		739,456
NET INCREASE		291,668
Net Assets Available for Benefits:		
BEGINNING OF YEAR		8,636,569
END OF YEAR	$	8,928,237

See accompanying notes and independent auditors' report.

NOTE A - DESCRIPTION OF PLAN

The following description of the New Era Life Insurance Company ("Plan Sponsor" or "the Company") 401(k) Profit Sharing Plan & Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) option covering all employees of the Plan Sponsor except those who are covered by a collective bargaining agreement or are nonresident aliens. Employees are eligible to participate following the completion of one month of service and the attainment of 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 50 percent of defined compensation up to the maximum amount allowed by law (currently $16,500 for 2011) of pre-tax or post-tax annual compensation, as defined in the Plan. This Plan also allows for catch-up contributions up to $5,500 in 2011 for participants over 50 years of age. Participants may also contribute amounts representing distributions (rollovers) from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan is participant directed and participants may change their contribution rates in January and July and change investment options at any time.

The Plan currently offers twenty eight mutual funds and one money market account as investment options for participants. The Plan Sponsor makes a matching contribution equal to 50 percent of the contributing participant's elective deferral which does not exceed 6 percent of the contributing participant's compensation. The Plan Sponsor may also make a discretionary profit sharing contribution to be determined each Plan year. The profit sharing contribution is allocated to each eligible employee in proportion to his or her compensation as a percentage of the compensation of all eligible employees. The Company elected not to make a profit sharing contribution during 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and (b) Plan earnings; and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A year of service is defined as 1,000 hours. A participant is 100% vested after six years of credited service, summarized as follows:

Years of Service	Vested Percentage
Less than 1 year	0 %
2 years	20 %
3 years	40 %
4 years	60 %
5 years	80 %
6 years or more	100 %

Contributions become immediately vested in full upon death, disability, or retirement of a participant. Participants will become fully vested in the Company's contributions upon termination of the Plan.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The notes are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. All notes receivable from participants must be repaid within 5 years, except those that are used for the purchase of a principal residence, in which case the repayment period may exceed five years, but shall in no event extend beyond the borrowing Participant's normal retirement date. In most cases, repayment of the note will be made through after-tax payroll deductions.

Distributions During Employment

As a general rule, a participant's contributions will remain in the Plan as long as the participant remains employed by the Company. The Plan provides an exception to this rule for withdrawals of the participant's contributions if a participant becomes disabled. No other hardship withdrawals are permitted. Should a participant reach age 59-1/2 and not elect to terminate employment, the participant can take an in-service distribution from their vested account balance.

Payment of Benefits

Benefits become available to participants on the earliest date of three events: (1) termination of employment due to total and permanent disability, (2) death of the participant (benefits are payable to the participant's spouse or beneficiary), or (3) upon the participant's retirement.

Individual Accounts (Including Rollovers)

Terminating participants with balances under $5,000 and over $1,000 are automatically rolled into an individual retirement account, unless they request a lump sum or rollover distribution. If the participant's account balance exceeds $5,000, the participant may choose to keep the funds in the Plan, request a direct rollover to another qualified plan, or take a lump sum distribution. Participants with balances less than $1,000 are paid in lump sum upon termination of employment, unless the participant requests a rollover distribution.

On termination of service due to death prior to retirement, a participant's vested balance will be paid to the participant's spouse or beneficiary in a lump sum or in installments payable over any period which does not exceed the life expectancy of the beneficiary.

On termination of service due to retirement, a participant will receive benefits in the form of a lump-sum payment. An election to change to other benefit options can be made (with consent of the participant's spouse, if applicable).

Forfeited Accounts

At December 31, 2011 and 2010, there were balances of $18,802 and $11,518, respectively, in forfeited non-vested accounts. Forfeited accounts are used to reduce employer contributions, if any. No forfeited amounts were used to reduce employer contributions during 2011.

Plan Expenses

Administrative expenses represent a fee charged by the asset custodian for loan and distribution administration. The administration fee is reflected as a reduction of the applicable participant account. The Company has paid the expenses of operating and maintaining the Plan. In the event the Company does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants' account balances.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans.

Estimates

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

Contributions Receivable

The amount of employee related contributions that have been deducted from the employee's payroll as of the end of the year but that have not been deposited with the Plan until after the end of the year are reflected as employee contributions receivable in the Plan's financial statements. In addition, any matching or profit sharing contributions due and payable are reflected as employer contributions receivable in the Plan's financial statements.

Payment of Benefits
Benefits are recorded when paid.

Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of securities in which the Plan invests. 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 near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds and money market funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document. For the year ended December 31, 2011, $5,992 was recorded as interest income on notes receivable from participants.

Administrative Expenses

Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to participants and therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Subsequent Events

The Plan Sponsor evaluates events that occur subsequent to the balance sheet date, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan's financial statements are electronically prepared for filing with Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. For the financial statements as of and for the year ending December 31, 2011, this date was October 12, 2012.

NOTE C - INVESTMENTS

Investments that represent 5 percent or more of the Plan's net assets at December 31, 2011 and 2010 are separately identified below:

	December 31, 2011	December 31, 2010
Money Market Funds, at Quoted Value		
Ready Assets Trust	$ 2,094,445	$ 2,010,779
Mutual Funds, at Quoted Value		
American Funds Growth Fund of America	$ 536,957	$ 515,023
Blackrock S&P 500 Index Fund	$ 467,178	$ 436,923
Blackrock Mid Cap Value Investment Fund	$ 455,106	$ 445,456
Oppenheimer International Growth Fund	$ 492,114	$ 510,608
J.P. Morgan High Yield Fund	$ 452,965	$ 437,794
MFS International Value Fund	$ 464,637	$ 434,665

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $368,135 as follows:

Mutual funds	$ 368,082
Money market funds	53
	$ 368,135

NOTE D - FAIR VALUE OF INVESTMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principle or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classifications based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

For investments that are measured at fair value on a recurring basis, the Plan Sponsor discloses the hierarchy of the valuation as follows:

Level 1 inputs are when the values are determined using quoted prices in active markets for identical assets that the reporting entity has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1, such as quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 inputs are when the values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2011:

	Quoted Prices for Active Markets for Identical Assets (Level 1)	Total
Mutual funds:		
Growth funds	$ 1,508,671	$ 1,508,671
Foreign funds	816,277	816,277
Value funds	1,246,516	1,246,516
Index funds	467,178	467,178
Target date funds	540,623	540,623
Fixed income funds	1,532,993	1,532,993
Other funds	548,369	548,369
Total mutual funds	6,696,626	6,696,626
Money market funds	2,094,445	2,094,445
Total	$ 8,791,071	$ 8,791,071

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2010:

	Quoted Prices for Active Markets for Identical Assets (Level 1)	Total
Mutual funds:		
Growth funds	$ 1,394,742	$ 1,394,742
Foreign funds	844,893	844,893
Value funds	1,223,438	1,223,438
Index funds	436,923	436,923
Target date funds	527,636	527,636
Fixed income funds	1,573,490	1,573,490
Other funds	496,204	496,204
Total mutual funds	6,497,327	6,497,327
Money market funds	2,010,779	2,010,779
Total	$ 8,508,106	$ 8,508,106

All of the Plan's investment fair value was based on quoted prices in active markets. None of the Plan's assets are classified as Level 2 or Level 3.

NOTE E - NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2011 and 2010.

NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor paid certain administrative expenses for the Plan totaling $14,040 during 2011.

The Plan Custodian receives fees for administration and investment management. The investments of the Plan are maintained in a trust that was managed by the Plan Custodian as of December 31, 2011.

NOTE G - PLAN TERMINATION

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

NOTE H - TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan's Administrator and the Plan's Trustee believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE I - FIDELITY BOND

ERISA, Title I, Section 412, requires that every fiduciary and every person who handles funds or other property of a plan be bonded, and that the amount of the bond must be at least equal to the lesser of 10% of the funds handled or $500,000. During 2011, the Plan was covered by a $500,000 fidelity bond.

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST
Supplemental Schedule - Assets Held for Investment Purposes at End of Year
December 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Money Market Funds			
*	Merrill Lynch	Ready Assets Trust	**	$ **2,094,445**
	Mutual Funds			
	Alliance Bernstein	2020 Retirement Strategy Fund	**	269,865
		2025 Retirement Strategy Fund	**	227,380
		2030 Retirement Strategy Fund	**	23,082
		2035 Retirement Strategy Fund	**	20,297
	American Funds	Growth Fund of America	**	536,957
	Blackrock	Mid Cap Value Investment Fund	**	455,106
		Global Small Cap Fund	**	68,388
		Health Sciences Opportunities Investment Fund	**	115,861
		Global Allocation Fund	**	275,527
		Natural Resources Fund	**	88,130
		S&P 500 Index Fund	**	467,178
	Delaware Funds	Diversified Income Fund	**	305,051
	Jennison Dryden	Small Company Fund	**	262,075
	MFS Investment Management	Value Fund	**	416,877
		International Value Fund	**	464,637
	Oppenheimer Funds	International Growth Fund	**	492,114
		Developing Market Fund	**	7,725
	Van Kampen Funds	Small Cap Value Fund	**	374,533
		Small Cap Growth Fund	**	82,453
	Natixis Funds	Loomis Sayles Strategic Income Fund	**	119,522
		Loomis Sayles Investment Grade Bond	**	301,311
	J.P. Morgan	High Yield Fund	**	452,965
	Wells Fargo	Advantage Precious Metals Fund	**	118,303
	Calamos Investments	Market Neutral Income Fund	**	137,133
	Ivy Funds	Mid Cap Growth Fund	**	397,147
	Nuveen Investments	Strategic Income Fund	**	216,825
	Virtus Investment Partners	Multi Sector Short Term Bond Fund	**	184
				6,696,626
*	**Notes Receivable from Participants**	4.25% - 9.25%	**-**	**137,166**
		Total Investments		**$ 8,928,237**

*** Party-in-interest**
**** Self-directed investment**



NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

NEW ERA LIFE INSURANCE 401(K)
PROFIT SHARING PLAN & TRUST
Index to Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

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PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To The Board of Trustees
New Era Life Insurance Company 401(k) Profit Sharing Plan & Trust:

We have audited the accompanying statements of net assets available for benefits of the New Era Life Insurance Company 401(k) Profit Sharing Plan & Trust (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2011 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PMB Helin Donovan, LLP

PMB Helin Donovan, LLP

Dallas, Texas
October 12, 2012

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments, at fair value		
Money market funds	$ 2,094,445	$ 2,010,779
Mutual funds	6,696,626	6,497,327
Total investments	8,791,071	8,508,106
Receivables		
Notes receivable from participants	137,166	128,463
Total receivables	137,166	128,463
TOTAL ASSETS	8,928,237	8,636,569
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,928,237	$ 8,636,569

See accompanying notes and independent auditors' report.

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

ADDITIONS:		
Additions to net assets attributable to:		
Investment income		
Dividends and interest	$	202,136
Total investment income		202,136
Interest on notes receivable from participants		5,992
Contributions		
Participants		656,860
Employer		166,136
Total contributions		822,996
Total additions		1,031,124
DEDUCTIONS:		
Deductions from net assets attributable to:		
Net depreciation in fair value of investments		368,135
Benefits paid to participants		370,604
Administrative expenses		717
Total deductions		739,456
NET INCREASE		291,668
Net Assets Available for Benefits:		
BEGINNING OF YEAR		8,636,569
END OF YEAR	$	8,928,237

See accompanying notes and independent auditors' report.

NOTE A - DESCRIPTION OF PLAN

The following description of the New Era Life Insurance Company ("Plan Sponsor" or "the Company") 401(k) Profit Sharing Plan & Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) option covering all employees of the Plan Sponsor except those who are covered by a collective bargaining agreement or are nonresident aliens. Employees are eligible to participate following the completion of one month of service and the attainment of 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 50 percent of defined compensation up to the maximum amount allowed by law (currently $16,500 for 2011) of pre-tax or post-tax annual compensation, as defined in the Plan. This Plan also allows for catch-up contributions up to $5,500 in 2011 for participants over 50 years of age. Participants may also contribute amounts representing distributions (rollovers) from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan is participant directed and participants may change their contribution rates in January and July and change investment options at any time.

The Plan currently offers twenty eight mutual funds and one money market account as investment options for participants. The Plan Sponsor makes a matching contribution equal to 50 percent of the contributing participant's elective deferral which does not exceed 6 percent of the contributing participant's compensation. The Plan Sponsor may also make a discretionary profit sharing contribution to be determined each Plan year. The profit sharing contribution is allocated to each eligible employee in proportion to his or her compensation as a percentage of the compensation of all eligible employees. The Company elected not to make a profit sharing contribution during 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and (b) Plan earnings; and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A year of service is defined as 1,000 hours. A participant is 100% vested after six years of credited service, summarized as follows:

Years of Service	Vested Percentage
Less than 1 year	0 %
2 years	20 %
3 years	40 %
4 years	60 %
5 years	80 %
6 years or more	100 %

Contributions become immediately vested in full upon death, disability, or retirement of a participant. Participants will become fully vested in the Company's contributions upon termination of the Plan.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The notes are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. All notes receivable from participants must be repaid within 5 years, except those that are used for the purchase of a principal residence, in which case the repayment period may exceed five years, but shall in no event extend beyond the borrowing Participant's normal retirement date. In most cases, repayment of the note will be made through after-tax payroll deductions.

Distributions During Employment

As a general rule, a participant's contributions will remain in the Plan as long as the participant remains employed by the Company. The Plan provides an exception to this rule for withdrawals of the participant's contributions if a participant becomes disabled. No other hardship withdrawals are permitted. Should a participant reach age 59-1/2 and not elect to terminate employment, the participant can take an in-service distribution from their vested account balance.

Payment of Benefits

Benefits become available to participants on the earliest date of three events: (1) termination of employment due to total and permanent disability, (2) death of the participant (benefits are payable to the participant's spouse or beneficiary), or (3) upon the participant's retirement.

Individual Accounts (Including Rollovers)

Terminating participants with balances under $5,000 and over $1,000 are automatically rolled into an individual retirement account, unless they request a lump sum or rollover distribution. If the participant's account balance exceeds $5,000, the participant may choose to keep the funds in the Plan, request a direct rollover to another qualified plan, or take a lump sum distribution. Participants with balances less than $1,000 are paid in lump sum upon termination of employment, unless the participant requests a rollover distribution.

On termination of service due to death prior to retirement, a participant's vested balance will be paid to the participant's spouse or beneficiary in a lump sum or in installments payable over any period which does not exceed the life expectancy of the beneficiary.

On termination of service due to retirement, a participant will receive benefits in the form of a lump-sum payment. An election to change to other benefit options can be made (with consent of the participant's spouse, if applicable).

Forfeited Accounts

At December 31, 2011 and 2010, there were balances of $18,802 and $11,518, respectively, in forfeited non-vested accounts. Forfeited accounts are used to reduce employer contributions, if any. No forfeited amounts were used to reduce employer contributions during 2011.

Plan Expenses

Administrative expenses represent a fee charged by the asset custodian for loan and distribution administration. The administration fee is reflected as a reduction of the applicable participant account. The Company has paid the expenses of operating and maintaining the Plan. In the event the Company does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants' account balances.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans.

Estimates

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

Contributions Receivable

The amount of employee related contributions that have been deducted from the employee's payroll as of the end of the year but that have not been deposited with the Plan until after the end of the year are reflected as employee contributions receivable in the Plan's financial statements. In addition, any matching or profit sharing contributions due and payable are reflected as employer contributions receivable in the Plan's financial statements.

Payment of Benefits
Benefits are recorded when paid.

Risks and Uncertainties

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of securities in which the Plan invests. 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 near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds and money market funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the Plan document. For the year ended December 31, 2011, $5,992 was recorded as interest income on notes receivable from participants.

Administrative Expenses

Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to participants and therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Subsequent Events

The Plan Sponsor evaluates events that occur subsequent to the balance sheet date, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan's financial statements are electronically prepared for filing with Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. For the financial statements as of and for the year ending December 31, 2011, this date was October 12, 2012.

NOTE C - INVESTMENTS

Investments that represent 5 percent or more of the Plan's net assets at December 31, 2011 and 2010 are separately identified below:

	December 31, 2011	December 31, 2010
Money Market Funds, at Quoted Value		
Ready Assets Trust	$ 2,094,445	$ 2,010,779
Mutual Funds, at Quoted Value		
American Funds Growth Fund of America	$ 536,957	$ 515,023
Blackrock S&P 500 Index Fund	$ 467,178	$ 436,923
Blackrock Mid Cap Value Investment Fund	$ 455,106	$ 445,456
Oppenheimer International Growth Fund	$ 492,114	$ 510,608
J.P. Morgan High Yield Fund	$ 452,965	$ 437,794
MFS International Value Fund	$ 464,637	$ 434,665

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $368,135 as follows:

Mutual funds	$ 368,082
Money market funds	53
	$ 368,135

NOTE D - FAIR VALUE OF INVESTMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principle or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classifications based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

For investments that are measured at fair value on a recurring basis, the Plan Sponsor discloses the hierarchy of the valuation as follows:

Level 1 inputs are when the values are determined using quoted prices in active markets for identical assets that the reporting entity has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1, such as quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 inputs are when the values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2011:

	Quoted Prices for Active Markets for Identical Assets (Level 1)	Total
Mutual funds:		
Growth funds	$ 1,508,671	$ 1,508,671
Foreign funds	816,277	816,277
Value funds	1,246,516	1,246,516
Index funds	467,178	467,178
Target date funds	540,623	540,623
Fixed income funds	1,532,993	1,532,993
Other funds	548,369	548,369
Total mutual funds	6,696,626	6,696,626
Money market funds	2,094,445	2,094,445
Total	$ 8,791,071	$ 8,791,071

The following table represents the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2010:

	Quoted Prices for Active Markets for Identical Assets (Level 1)	Total
Mutual funds:		
Growth funds	$ 1,394,742	$ 1,394,742
Foreign funds	844,893	844,893
Value funds	1,223,438	1,223,438
Index funds	436,923	436,923
Target date funds	527,636	527,636
Fixed income funds	1,573,490	1,573,490
Other funds	496,204	496,204
Total mutual funds	6,497,327	6,497,327
Money market funds	2,010,779	2,010,779
Total	$ 8,508,106	$ 8,508,106

All of the Plan's investment fair value was based on quoted prices in active markets. None of the Plan's assets are classified as Level 2 or Level 3.

NOTE E - NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2011 and 2010.

NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor paid certain administrative expenses for the Plan totaling $14,040 during 2011.

The Plan Custodian receives fees for administration and investment management. The investments of the Plan are maintained in a trust that was managed by the Plan Custodian as of December 31, 2011.

NOTE G - PLAN TERMINATION

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

NOTE H - TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan's Administrator and the Plan's Trustee believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE I - FIDELITY BOND

ERISA, Title I, Section 412, requires that every fiduciary and every person who handles funds or other property of a plan be bonded, and that the amount of the bond must be at least equal to the lesser of 10% of the funds handled or $500,000. During 2011, the Plan was covered by a $500,000 fidelity bond.

NEW ERA LIFE INSURANCE COMPANY 401(k) PROFIT SHARING PLAN & TRUST
Supplemental Schedule - Assets Held for Investment Purposes at End of Year
December 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Money Market Funds			
*	Merrill Lynch	Ready Assets Trust	**	$ **2,094,445**
	Mutual Funds			
	Alliance Bernstein	2020 Retirement Strategy Fund	**	269,865
		2025 Retirement Strategy Fund	**	227,380
		2030 Retirement Strategy Fund	**	23,082
		2035 Retirement Strategy Fund	**	20,297
	American Funds	Growth Fund of America	**	536,957
	Blackrock	Mid Cap Value Investment Fund	**	455,106
		Global Small Cap Fund	**	68,388
		Health Sciences Opportunities Investment Fund	**	115,861
		Global Allocation Fund	**	275,527
		Natural Resources Fund	**	88,130
		S&P 500 Index Fund	**	467,178
	Delaware Funds	Diversified Income Fund	**	305,051
	Jennison Dryden	Small Company Fund	**	262,075
	MFS Investment Management	Value Fund	**	416,877
		International Value Fund	**	464,637
	Oppenheimer Funds	International Growth Fund	**	492,114
		Developing Market Fund	**	7,725
	Van Kampen Funds	Small Cap Value Fund	**	374,533
		Small Cap Growth Fund	**	82,453
	Natixis Funds	Loomis Sayles Strategic Income Fund	**	119,522
		Loomis Sayles Investment Grade Bond	**	301,311
	J.P. Morgan	High Yield Fund	**	452,965
	Wells Fargo	Advantage Precious Metals Fund	**	118,303
	Calamos Investments	Market Neutral Income Fund	**	137,133
	Ivy Funds	Mid Cap Growth Fund	**	397,147
	Nuveen Investments	Strategic Income Fund	**	216,825
	Virtus Investment Partners	Multi Sector Short Term Bond Fund	**	184
				6,696,626
*	**Notes Receivable from Participants**	4.25% - 9.25%	**-**	**137,166**
		Total Investments		**$ 8,928,237**

*** Party-in-interest**
**** Self-directed investment**