

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 2012 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>05/31/2012</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>ICI 401K 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>10/01/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>10/01/1987</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>10/01/1987</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>INNOVATIVE CONCEPTS, INC.</u> <u>8200 GREENSBORO DRIVE, SUITE 700</u> <u>MCLEAN, VA 22102-3847</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>54-1323293</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>703-893-2007</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>54-1323293</u>	2c Sponsor's telephone number <u>703-893-2007</u>	2d Business code (see instructions) <u>541330</u>	
2b Employer Identification Number (EIN) <u>54-1323293</u>					
2c Sponsor's telephone number <u>703-893-2007</u>					
2d Business code (see instructions) <u>541330</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>03/14/2013</u> Date	<u>ROBERT KROBOCK</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 113
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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 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) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 05/31/2012		
A Name of plan ICI 401K PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVATIVE CONCEPTS, INC.	D Employer Identification Number (EIN) 54-1323293	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	RM 84291-1	111	01/01/2012	05/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	0
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY		
b	Balance at the end of the previous year	7b	2573038
c	Additions: (1) Contributions deposited during the year	7c(1)	305681
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	40963
	(4) Transferred from separate account	7c(4)	8743856
	(5) Other (specify below)..... ▶ LN INT, LN PRIN, LN TRF TO TRUSTEE LOAN DEFAULT, MKT VALUE, ROLLOVER	7c(5)	266000
	(6) Total additions	7c(6)	9356500
d	Total of balance and additions (add lines 7b and 7c(6))	7d	11929538
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	170119
	(2) Administration charge made by carrier	7e(2)	121
	(3) Transferred to separate account	7e(3)	253491
	(4) Other (specify below)..... ▶ LN TRF TO TRUSTEE, PD TRUST LAPSE	7e(4)	11505807
	(5) Total deductions	7e(5)	11929538
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 05/31/2012

A Name of plan <u>ICI 401K 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>INNOVATIVE CONCEPTS, INC.</u>	D Employer Identification Number (EIN) <u>54-1323293</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>SIA-BA RETIRESMART 2030</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-029</u>	d Entity code <u>P</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: <u>SIA-BC RETIRESMART IN RETIREMENT</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-030</u>	d Entity code <u>P</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: <u>SIA-BE RETIRESMART 2040</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-031</u>	d Entity code <u>P</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: <u>SIA-BP RETIRESMART 2020</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-032</u>	d Entity code <u>P</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: <u>SIA-CI MAIN ST SMALL AND MID CAP</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-202</u>	d Entity code <u>P</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: <u>SIA-C2 REAL ESTATE</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-272</u>	d Entity code <u>P</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: <u>SIA-CJ INTERNATIONAL VALUE</u>			
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INS CO</u>			
c EIN-PN <u>04-1590850-422</u>	d Entity code <u>P</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: SIA-CM CADENCE CAPITAL APPREC		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-409	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-H7 RETIRESMART 2050		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 90-0342299-087	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HW GROWTH AMERICA		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-419	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J8 RETIRESMART 2010		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-256	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LE PREMIER CORE BOND		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-053	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LG PREMIER MONEY MARKET		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-055	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LX MM S&P 500 INDEX		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LY SEL SMCVAL		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-180	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OD PREMIER GLOBAL		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-098	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PV FUNDAMENTAL VALUE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-413	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-QE SELECT STRATEGIC BOND](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-346	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-RR AD SPEC MID CAP VAL](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-370	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-VB EUROPACIFIC GROWTH](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-276	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-VC WASHINGTON MUTUAL INVS](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-277	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-VI LEVERAGED CO STCK](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-363	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-W9 SELECT MID CAP GR II](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-121	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-WG NEW HORIZONS](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-127	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-WH SPECTRUM GROWTH](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INS CO](#)

c EIN-PN 04-1590850-128	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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
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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 01/01/2012 and ending 05/31/2012		
A Name of plan ICI 401K PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVATIVE CONCEPTS, INC.	D Employer Identification Number (EIN) 54-1323293	

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)		13992	
(9) Value of interest in common/collective trusts.....	1c(9)			
(10) Value of interest in pooled separate accounts.....	1c(10)		8564383	
(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)			
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		2573038	
(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	11151413	0

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	11151413	0
---	-----------	----------	---

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	135927	
(B) Participants	2a(1)(B)	222797	
(C) Others (including rollovers)	2a(1)(C)	34273	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		392997

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	40926	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	239	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		41165

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		460658
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		894820

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	535666	
(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)		535666
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	320	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		320
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		535986

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		358834
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		11510247

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: KEITER

(2) EIN: 54-1631262

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	
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
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	
4f			
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	
4g			
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	
4h			
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	
4i			
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	
4j			
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		
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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: 0

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)

ESA CONSOLIDATED 401(K) SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
51-0345236	001

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 05/31/2012

A Name of plan <u>ICI 401K 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>INNOVATIVE CONCEPTS, INC.</u>	D Employer Identification Number (EIN) <u>54-1323293</u>

Part I	Distributions
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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>04-1590850</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
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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
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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.
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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): _____

ICI 401(k) PLAN

Financial Statements

May 31, 2012 and December 31, 2011

ICI 401(k) Plan

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Plan Administrator of the
ICI 401(k) Plan
McLean, Virginia:

We were engaged to audit the financial statements and supplemental information of the ICI 401(k) Plan (the "Plan") as of May 31, 2012 and December 31, 2011 and for the period ended May 31, 2012 and the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 12, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of May 31, 2012 and December 31, 2011 and for the periods then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

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

As discussed in Note 3 to the financial statements, the Plan was terminated effective as of March 1, 2012 and merged into the Elbit Systems of America Consolidated 401(k) Savings Plan. The final transfer of the Plan's assets was completed on May 31, 2012.



March 7, 2013
Glen Allen, Virginia

> **Certified Public
Accountants & Consultants**
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ICI 401(k) Plan

Statements of Net Assets Available for Benefits May 31, 2012 and December 31, 2011

<u>Assets</u>	<u>2012</u>	<u>2011</u>
Investments, at fair value	\$ -	\$ 11,327,747
Notes receivable from participants	<u>-</u>	<u>13,992</u>
Net assets available for benefits at fair value	-	11,341,739
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>(190,325)</u>
Net assets available for benefits	\$ <u>-</u>	\$ <u>11,151,414</u>

See accompanying notes to financial statements.

ICI 401(k) Plan

Statements of Changes in Net Assets Available for Benefits Period Ended May 31, 2012 and Year Ended December 31, 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 41,165	\$ 101,345
Net appreciation (depreciation) in fair value of investments	<u>460,657</u>	<u>(207,839)</u>
Net investment income (loss)	<u>501,822</u>	<u>(106,494)</u>
Contributions:		
Participants	222,797	609,892
Employer	135,927	347,658
Rollover	<u>34,273</u>	<u>149,468</u>
Total contributions	<u>392,997</u>	<u>1,107,018</u>
Total additions	<u>894,819</u>	<u>1,000,524</u>
Deductions from net assets attributed to:		
Benefits paid to participants	535,666	335,343
Administrative expenses	<u>320</u>	<u>775</u>
Total deductions	<u>535,986</u>	<u>336,118</u>
Net increase	358,833	664,406
Net assets available for benefits:		
Beginning of period	11,151,414	10,487,008
Transfer to Elbit Systems of America Consolidated 401(k) Savings Plan	<u>(11,510,247)</u>	<u>-</u>
End of period	<u>\$ -</u>	<u>\$ 11,151,414</u>

See accompanying notes to financial statements.

ICI 401(k) Plan

Notes to Financial Statements

1. Description of Plan:

The following description of the ICI 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or summary plan description for a more complete description of the Plan's provisions.

General: The Plan was a defined contribution plan which covered all eligible employees of Innovative Concepts, Inc. (the "Company"). Employees became eligible to participate after they completed six months of service, during which they completed at least 500 hours of service, and attained age 18. Employees were eligible for entry to the Plan the first day of the month following six months of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2012, the Plan was terminated and was merged into the Elbit Systems of America Consolidated 401(k) Savings Plan, sponsored by the Company's parent. See Note 3.

Contributions: The Plan provided for participant contributions of pre-tax annual compensation, as defined in the Plan. The Plan provided for Company safe harbor matching contributions up to 100% of the first 6% of compensation. The Company could contribute additional amounts at the option of the Board of Directors. Participants of qualifying age could make additional "catch-up" contributions. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions were subject to certain limitations.

Participant Accounts: Each participant's account was credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations were based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant was entitled was the benefit that can be provided from the participant's vested account.

Investment Options: Participants could direct Massachusetts Mutual Life Insurance Company ("Mass Mutual"), the custodian, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants could change their investment elections at any time.

Vesting: Participants were immediately vested in their contributions, plus actual earnings thereon. The Plan operated as a safe harbor 401(k) plan; thus, a participant was immediately 100% vested in all of the Company's contributions, plus actual earnings thereon.

ICI 401(k) Plan

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Notes Receivable from Participants: Participants could borrow from their Plan accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms could not exceed five years, unless the proceeds were used to acquire a principal residence. The loans were secured by the vested balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest were paid ratably through payroll deductions. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rested with the Company. Participant accounts were administered by a division of Mass Mutual. An unrelated firm served as the third-party administrator of the Plan. A Company employee served as the trustee and was not compensated by the Plan for these services.

Payment of Benefits: Distribution of the vested portion of a participant's account could occur upon the participant's termination of service, retirement, death, disability, or hardship withdrawal, as defined in the Plan. A participant was entitled to receive a lump-sum payment in an amount equal to the vested value of his or her account, or the participant could elect to receive the amount in installments, as described in the Plan.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual method of accounting.

Investment Valuation and Income Recognition: Investments were 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 4 for a discussion of fair value measurements.

The Plan has adopted Financial Accounting Standards Board ("FASB") guidance on reporting of fully benefit-responsive investment contracts. This guidance defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans. Assets underlying the MassMutual Guaranteed Interest Fund are primarily guaranteed investment contracts. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus interest at the contract rates, less Plan withdrawals and termination fees. The contracts are valued at fair value and adjusted to contract value in the statements of net assets available for benefits.

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

ICI 401(k) Plan

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Payment of Benefits: Benefits were recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles required the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Subsequent Events: Management has evaluated subsequent events through March 7, 2013, the date the financial statements were available to be issued, and has determined there were no subsequent events to be reported in the accompanying financial statements.

3. Plan Merger:

On December 13, 2011 the Company's Board of Directors approved the merger of the Plan into the Elbit Systems of America Consolidated 401(k) Savings Plan (the "Elbit Plan"), the parent's defined contribution plan, effective March 1, 2012. All participants in the Plan were 100% vested in all sources upon the completion of the merger. The direct transfer of account balances of participants' investments (\$11,497,217) and loans (\$13,030) to the Elbit Plan was completed on May 31, 2012.

4. Fair Value Measurements:

The FASB has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value 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 Quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Guaranteed interest contracts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. As of May 31, 2012 and December 31, 2011, the guaranteed interest contracts have no unfunded commitments and can be redeemed immediately upon notice with no other redemption restrictions.

ICI 401(k) Plan

Notes to Financial Statements, Continued

4. Fair Value Measurements, Continued:

Pooled separate accounts: Unit value calculated based on net assets or observable net asset value of the underlying pool of securities or investments.

The methods described 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 value measurement at the reporting date.

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of the Plan's year end date:

Assets at Fair Value as of December 31, 2011			
	Level 2	Level 3	Total
Assets:			
Pooled separate accounts	\$ 8,564,383	\$ -	\$ 8,564,384
Guaranteed interest contracts	<u>-</u>	<u>2,763,363</u>	<u>2,763,363</u>
Total assets at fair value	<u>\$ 8,564,383</u>	<u>\$ 2,763,363</u>	<u>\$ 11,327,747</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the period ended May 31, 2012 and the year ended December 31, 2011:

Balance at January 1, 2011	\$ 2,331,146
Issuance	306,803
Settlements	(66,939)
Interest	101,049
Transfer	30,120
Unrealized gain in value of contract	<u>61,184</u>
Balances at December 31, 2011	2,763,363
Issuance	140,582
Settlements	(170,240)
Realized gain	27,170
Interest	41,088
Transfer	<u>(2,801,963)</u>
Balance at May 31, 2012	<u>\$ -</u>

Certain information about the nature of the Plan's investments is included in the supplemental schedule. In addition, Plan participants may request additional information about the nature and risk of the Plan's investment options from the Plan administrator or Mass Mutual.

ICI 401(k) Plan

Notes to Financial Statements, Continued

5. Risks and Uncertainties:

The Plan invested in guaranteed interest contracts and pooled separate accounts holding equity and debt securities. Investments were exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it was at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

6. Investment Contracts with Insurance Company:

The Plan had guaranteed interest contracts with Mass Mutual. Mass Mutual maintained the contributions in fixed income accounts, and the accounts were credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts were included in the financial statements at fair value, as reported to the Plan by Mass Mutual. There were no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were approximately 3.50% for 2012 and 3.95% for 2011.

7. Investments:

Investments that represent 5% or more of the Plan's net assets at December 31, 2011 are as follows:

Fixed Interest Fund, at contract value	\$ 2,573,038
Premier Core Bond (Babson)	859,209
Select Indexed Equity (Northern Trust)	878,921
Select Mid Cap Growth II (TRP)	644,937
New Horizons (T Rowe Price)	606,900

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$460,657 during 2012 and depreciated in value by \$207,839 during 2011.

8. Administrative Expenses:

Although not required by the Plan, a portion of the costs of the Plan administration were absorbed by the Company.

ICI 401(k) Plan

Notes to Financial Statements, Continued

9. Tax Status:

The Internal Revenue Service had determined by a letter dated March 31, 2008 that the prototype plan was designed in accordance with the applicable sections of the Internal Revenue Code and therefore, the related trust was exempt from taxation. The Plan had been amended since receiving the determination letter; however, the Plan administrator believed the Plan was designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at May 31, 2012 and December 31, 2011.

10. Plan Termination:

The Company had the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. As discussed in Note 3, the Plan was merged into the Elbit Systems of America Consolidated 401(k) Savings Plan, the parent's defined contribution plan, as of May 31, 2012. No further contributions to the Plan were accepted after this date.

11. Related-Party Transactions:

The Plan invested in guaranteed interest contracts and a number of Mass Mutual's pooled separate accounts. These were related-party transactions and were identified as parties-in-interest in the accompanying schedule of assets held at end of year. The Plan paid administrative fees to the custodian totaling \$320 during 2012 and \$775 during 2011.

12. Financial Information Certified by the Custodian:

Information regarding the following, included in the Plan's financial statements and supplemental schedule of assets held at end of year, was prepared by Mass Mutual, the custodian of the Plan, which has certified that it is complete and accurate:

- Investments, at fair value
- Investment income
- Schedule of assets held at end of year
- Adjustments from fair value to contract value for fully benefit-responsive investment contract
- Notes receivable from participants

ICI 401(k) Plan
 EIN: 54-1323293 PLAN: 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of 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	(e) Current Value
*	Fixed Interest Fund	Guaranteed Interest Account	\$ 2,573,038
	Premier Core Bond (Babson)	Pooled Separate Account	859,209
	Select Strategic Bond (Western)	Pooled Separate Account	238,156
*	RetireSMART 2010	Pooled Separate Account	189,666
*	RetireSMART 2020	Pooled Separate Account	507,041
*	RetireSMART 2030	Pooled Separate Account	280,822
*	RetireSMART 2040	Pooled Separate Account	307,385
	Washington Mutual Invs (American)	Pooled Separate Account	125,622
	Select Indexed Equity (Northern Trust)	Pooled Separate Account	878,921
	Spectrum Growth (T. Rowe Price)	Pooled Separate Account	331,905
	CCM Cap Appreciation	Pooled Separate Account	447,227
	Growth America (American)	Pooled Separate Account	553,124
	Select Small Co Value (Fed Clov/TRP/ERNST)	Pooled Separate Account	147,225
	Levd Co Stck(Fidelity Advisor)	Pooled Separate Account	192,286
	Adv Spe Mid Cap VI (WellsFargo)	Pooled Separate Account	298,436
	Select Mid Cap Growth II (TRP)	Pooled Separate Account	644,937
	Main St. Small Cap (OFI)	Pooled Separate Account	246,101
	New Horizons (T Rowe Price)	Pooled Separate Account	606,900
	Premier Global (OFI)	Pooled Separate Account	370,465
	Intl Value (Thornburg)	Pooled Separate Account	417,148
	EuroPacific Growth (American)	Pooled Separate Account	218,206
	REIT (OFI)	Pooled Separate Account	198,918
	Cullen Value (Pioneer)	Pooled Separate Account	503,074
*	RetireSMART In Retirement	Pooled Separate Account	1,605
	Holding Account	Pooled Separate Account	5
			<u>11,137,422</u>
	Notes receivable from participants	4.25% - 7.00%	<u>13,992</u>
			<u>\$ 11,151,414</u>

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.

See report of independent accountants.

A Name of Plan Innovative Concepts Inc.	B Three-digit plan Number	002
C Plan sponsor's name as shown on line 2a of Form 5500 Innovative Concepts, Inc.	D Employer Identification Number 541323293	

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	SIA-BA	0	0
*	MassMutual	SIA-BC	0	0
*	MassMutual	SIA-BE	0	0
*	MassMutual	SIA-BP	0	0
*	MassMutual	SIA-C1	0	0
*	MassMutual	SIA-C2	0	0
*	MassMutual	SIA-CJ	0	0
*	MassMutual	SIA-CM	0	0
*	MassMutual	SIA-H7	0	0
*	MassMutual	SIA-HW	0	0
*	MassMutual	SIA-J8	0	0
*	MassMutual	SIA-LE	0	0
*	MassMutual	SIA-LX	0	0
*	MassMutual	SIA-LY	0	0
*	MassMutual	SIA-OD	0	0
*	MassMutual	SIA-PV	0	0
*	MassMutual	SIA-QE	0	0
*	MassMutual	SIA-RR	0	0
*	MassMutual	SIA-VB	0	0
*	MassMutual	SIA-VC	0	0
*	MassMutual	SIA-VI	0	0
*	MassMutual	SIA-W9	0	0
*	MassMutual	SIA-WG	0	0
*	MassMutual	SIA-WH	0	0
	Participant Loans	-	0	0