

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>AAA ALLIED GROUP, INC EMPLOYEES 401(K) 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>01/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AAA ALLIED GROUP, INC.</u> <u>15 WEST CENTRAL PARKWAY</u> <u>CINCINNATI, OH 45202-1094</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>31-1811453</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-762-3100</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>488990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1811453</u>	2c Sponsor's telephone number <u>513-762-3100</u>	2d Business code (see instructions) <u>488990</u>	
2b Employer Identification Number (EIN) <u>31-1811453</u>					
2c Sponsor's telephone number <u>513-762-3100</u>					
2d Business code (see instructions) <u>488990</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	09/17/2013 Date	EMINA SHORT Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	09/17/2013 Date	EMINA SHORT 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 AAA ALLIED GROUP, INC. 15 WEST CENTRAL PARKWAY CINCINNATI, OH 45202-1094		3b Administrator's EIN 31-1811453
		3c Administrator's telephone number 513-762-3100
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 1570
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	1539
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	222
d Subtotal. Add lines 6a , 6b , and 6c	6d	1769
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	11
f Total. Add lines 6d and 6e	6f	1780
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1473
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>AAA ALLIED GROUP, INC EMPLOYEES 401(K) 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>AAA ALLIED GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1811453</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INST. OPS. CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	34469	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
ABF SM CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
AF BALANCED R5 - AMERICAN FUNDS SER 95-2566717	0.05%	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
AF FUNDAMNTL INVS R5 - AMERICAN FUN 95-2566717	0.05%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALZGI NFJ DIV VL ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 64105	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL SEL LGCAP GRTH Z - COLUMBIA MGT 04-3156901	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX INTL STK - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS INTL GROWTH R5 - INVESCO CANAD 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY MID CAP GROWTH I - WADDELL & RE 43-1244426	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF SM CO GRTH P - MORGAN STANLEY 13-3799749	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VIRTUS MID-CAP VAL A - VIRTUS FUND 06-0847856	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning	01/01/2012	and ending	12/31/2012
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A Name of plan AAA ALLIED GROUP, INC EMPLOYEES 401(K) PLAN	B Three-digit plan number (PN)	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AAA ALLIED GROUP, INC.	D Employer Identification Number (EIN) 31-1811453
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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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8495391
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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:
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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:
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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:
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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:
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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:
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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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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>AAA ALLIED GROUP, INC EMPLOYEES 401(K) 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>AAA ALLIED GROUP, INC.</u>		D Employer Identification Number (EIN) <u>31-1811453</u>

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2793271	0
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)	1670870	1974113
(9) Value of interest in common/collective trusts.....	1c(9)	7166553	8495391
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	39847822	48741550
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	51478516	59211054

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	51478516	59211054
---	-----------	----------	----------

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)	2309147	
(B) Participants	2a(1)(B)	3361824	
(C) Others (including rollovers)	2a(1)(C)	439830	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6110801

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)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	80290	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		80290

(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)	1107917	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1107917

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

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

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		165654
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4648288
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		12112950

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4296850	
(2) To insurance carriers for the provision of benefits	2e(2)	17771	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4314621
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		31117
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	34674	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		34674
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4380412

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7732538
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: GRANT THORTON LLP

(2) EIN: 36-6055558

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	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		4000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>AAA ALLIED GROUP, INC EMPLOYEES 401(K) 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>AAA ALLIED GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1811453</u>

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

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

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

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

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and Report of Independent
Certified Public Accountants

AAA Allied Group, Inc. Employees 401(k) Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Administrative Committee
AAA Allied Group, Inc. Employees 401(k) Plan

Grant Thornton LLP
4000 Smith Road, Suite 500
Cincinnati, OH 45209-1967
T 513.762.5000
F 513.241.6125
www.GrantThornton.com

Report on the financial statements

We were engaged to audit the accompanying financial statements of AAA Allied Group, Inc. Employees 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note G, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

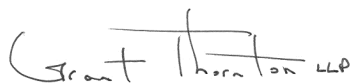
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

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



Cincinnati, Ohio
September 6, 2013

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 48,741,550	\$ 39,847,822
Collective trust	<u>8,495,391</u>	<u>7,166,553</u>
Total investments, at fair value	57,236,941	47,014,375
Receivables:		
Notes receivable from participants	1,974,113	1,670,870
Transfer receivable from AAA Miami Valley Employees Savings Plan	<u>-</u>	<u>2,793,271</u>
Total receivables	1,974,113	4,464,141
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(243,115)</u>	<u>(176,755)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 58,967,939</u>	<u>\$ 51,301,761</u>

The accompanying notes are an integral part of these financial statements.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Contributions:	
Participant	\$ 3,361,824
Rollovers	439,830
Employer	<u>2,309,147</u>
Total contributions	6,110,801
Interest income on notes receivable from participants	80,290
Investment income:	
Interest and dividend income	1,207,211
Net appreciation in fair value of investments	<u>4,648,288</u>
Total investment income, net	5,855,499
Benefits paid to participants	(4,345,738)
Administrative expenses	<u>(34,674)</u>
Net increase	7,666,178
Net assets available for benefits:	
Beginning of year	<u>51,301,761</u>
End of year	<u><u>\$ 58,967,939</u></u>

The accompanying notes are an integral part of this financial statement.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN

The following description of the AAA Allied Group, Inc. Employees 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

1. General

The Plan is a defined contribution plan covering substantially all employees of AAA Allied Group, Inc. (“Employer” or “Plan Sponsor”). Employees of AAA Allied Group, Inc., AAA Cincinnati Insurance Services, Inc. and Provident Travel (collectively, “AAA”) are eligible to participate in the Plan when the employee has been employed for one month or more and has attained age twenty-one. Employees of Bob Sumerel Tire and Service Co. LLC (“BSTS”), a subsidiary of the Plan Sponsor, are eligible to participate in the Plan when the employee has been employed for one month or more, and has attained age twenty-one. Employees of BSTS have to be employed for one year, with at least 1,000 hours of service, and attain age twenty-one in order to be eligible for the employer match. AAA and BSTS employees are automatically enrolled in the Plan at a 3% contribution rate upon attaining eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

On September 15, 2011, the Board of Directors of the Plan Sponsor approved a merger between the Plan and the AAA Miami Valley Employee Savings Plan (“Miami Valley Plan”). As of December 31, 2011, the assets of the Miami Valley Plan were liquidated but had not yet been transferred to Fidelity Management Trust Company, the Plan’s trustee (“Trustee”). Therefore the assets from the Miami Valley Plan were presented as a transfer receivable to the Plan. On January 3, 2012, the Trustee invested the liquidation proceeds in the amount of \$2,793,271 into funds comparable to those held by the participants of the former Miami Valley Plan.

2. Contributions

Each year, participants in the Plan can contribute between 1% and 60% of their annual pretax earnings as defined in the Plan agreement. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are not subject to the Employer’s matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Employer matching contributions for AAA employees are limited to 100% on the first 6% of compensation contributed by the participants. Employer matching contributions for BSTS employees are discretionary and for the year ended December 31, 2012, were limited to 50% on the first 4% of compensation contributed by the participants.

3. Participant Accounts

Each participant's account is credited with 1) any voluntary participant contributions, 2) matching contributions, as defined, made by the Employer, and 3) an allocation of plan earnings (losses). Allocations are based on methods as defined in the Plan agreement. A participant’s benefit is equal to that amount that can be provided under the Plan agreement from the participant’s vested account.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN (continued)

3. Participant Accounts (continued)

Participants may elect to invest their accounts in several mutual funds and a collective trust. Participants may change their deferral percentages and allocation options at any time.

4. Payment of Benefits

On termination of service, retirement, or disability a participant may elect to receive either a lump-sum amount equal to the vested value of the participant's account, or a rollover to a qualified retirement plan. The Plan allows for hardship withdrawals of participant deferrals in cases of financial need as defined in the Plan document. At age 59 ½, a participant may elect to withdraw all or a portion of his or her account. At age 70 ½, participants are required by law to receive a minimum required distribution as defined in the Plan document.

5. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. AAA employees are immediately vested in the Employer contribution portion of their account. BSTS employees vest in the Employer contribution portion of their account based on years of service and are 100% vested after 6 years of credited service.

6. Forfeitures

Forfeitures may be used to pay Plan expenses not paid by the Employer or to reduce Employer contributions. No forfeitures were used to reduce Employer contributions in 2012. Unallocated forfeitures are \$4,025 and \$571 at December 31, 2012 and 2011, respectively.

7. Notes Receivables 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. Loans are paid ratably through payroll deductions over periods ranging up to 5 years or 10 years (for the purchase of a primary residence). The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.5% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. 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.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

2. Use of Estimates

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

3. Investment Valuation

The Plan's investment in mutual funds is 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. The Plan's investment in the collective trust is stated at contract value.

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

4. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2012 or 2011.

5. Payment of Benefits

Benefits are recorded when paid.

6. Administrative Expenses

All administrative expenses are paid by the Plan.

7. Investment Contracts Held in a Collective Trust

The Plan offers an investment option, the Fidelity Managed Income Portfolio, a collective trust fund (the "MIP"). Since certain investment contracts held by the MIP are fully benefit-responsive, contract value is the relevant measurement attribute, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. An investment contract is generally permitted to be valued at contract value, rather than fair value, to the extent it is fully benefit-responsive and held by a collective trust offered only to qualified employer-sponsored defined contribution plans.

The statements of net assets available for benefits as of December 31, 2012 and 2011, present the fair value of the investment in the MIP. Additionally, the statements of net assets available for benefits as of December 31, 2012 and 2011, present the adjustment of the investment in the MIP from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis for fully-benefit responsive investment contracts.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

8. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amends and clarifies the measurement and disclosure requirements of Accounting Standards Codification 820, resulting in common requirements for measuring fair value and for disclosing information about fair value measurements, clarification of how to apply existing fair value measurement and disclosure requirements, and changes to certain principles and requirements for measuring fair value and disclosing information about fair value measurements. The new requirements are effective for fiscal years beginning after December 15, 2011. ASU 2011-04 was adopted on January 1, 2012, and did not have a material effect on the Plan’s financial statements.

9. Subsequent Events

The Plan evaluated subsequent events through September 6, 2013, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

NOTE C – INVESTMENTS

Fidelity Management Trust Company (the “Trustee”) holds the Plan’s investment assets and executes investment transactions. All investment information in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan and certified as complete and accurate by the Plan’s Trustee.

The Plan’s investments that represent 5% or more of the Plan’s net assets at December 31, 2012 and 2011 are as follows:

	2012	2011
* Fidelity Managed Income Portfolio	\$ 8,252,276	\$ 6,989,798
* Fidelity Freedom 2020	4,265,262	3,595,840
Spartan US Bond Index	3,634,029	3,330,139
Spartan US Equity Index	3,586,072	3,106,520
* Fidelity Freedom 2030	4,042,312	3,078,196
Columbia Select Large Cap Growth Fund	3,484,045	2,959,575
American Fundamental Investment	2,956,600	2,674,696

* Denotes a party-in-interest.

During 2012, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$4,648,288. Interest and dividends on all investments totaled \$1,207,211. The portion of the Fidelity Managed Income Portfolio attributable to fully benefit-responsive investment contracts is reported at contract value.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS

FASB *Accounting Standards Codification* (“ASC”) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Mutual funds – Valued as the net asset value (“NAV”) of shares held by the Plan at year-end, as quoted in an active market at the measurement date.

Collective trust fund – Valued at the NAV of the units of a bank collective trust. The NAV as provided by the trustee is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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 estimate of fair value at the reporting date.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS (continued)

The following tables set forth the Plan's financial assets and liabilities that were measured at fair value on a recurring basis during the period, by level, within the fair value hierarchy:

Fair Value Measurement At December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,744,503	\$ -	\$ -	\$ 2,744,503
Large Blend	25,405,059	-	-	25,405,059
Mid Cap Blend	2,129,334	-	-	2,129,334
Mid Cap Growth	1,897,645	-	-	1,897,645
Intermediate-Term Bond	3,634,029	-	-	3,634,029
Large Value	5,328,297	-	-	5,328,297
Large Growth	3,484,045	-	-	3,484,045
Small Value	1,271,872	-	-	1,271,872
Mid Cap Value	1,294,769	-	-	1,294,769
Small Growth	1,551,997	-	-	1,551,997
Collective trust fund	-	8,495,391	-	8,495,391
	\$ 48,741,550	\$ 8,495,391	\$ -	\$ 57,236,941

Fair Value Measurement At December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,500,404	\$ -	\$ -	\$ 2,500,404
Large Blend	19,868,729	-	-	19,868,729
Mid Cap Blend	1,659,271	-	-	1,659,271
Mid Cap Growth	1,874,950	-	-	1,874,950
Intermediate-Term Bond	3,330,139	-	-	3,330,139
Large Value	4,196,138	-	-	4,196,138
Large Growth	2,959,575	-	-	2,959,575
Small Value	1,128,472	-	-	1,128,472
Mid Cap Value	1,069,258	-	-	1,069,258
Small Growth	1,260,886	-	-	1,260,886
Collective trust fund	-	7,166,553	-	7,166,553
	\$ 39,847,822	\$ 7,166,553	\$ -	\$ 47,014,375

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS (continued)

Investments valued at NAV, that are not traded on an active market, as of December 31, 2012, consist of the MIP collective trust. The MIP seeks to preserve principal investment while earning interest income. The MIP will try to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of MIP will fluctuate. The MIP invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities, and money market funds to provide daily liquidity.

The NAV of the MIP is determined using the fair value of the underlying securities less liabilities. The MIP allows for daily liquidity with no additional days' notice required for redemption for participant directed transactions. The fair value of the MIP at December 31, 2012 and 2011 was \$8,495,391 and \$7,166,553, respectively. If the Plan initiates a full redemption of the MIP, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to twelve months in order to ensure that securities liquidations will be carried out in an orderly manner. There are no unfunded commitments to the MIP.

NOTE E – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

NOTE F – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Plan Sponsor by a letter dated July 16, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving its determination letter. However, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore, believes the Plan is qualified, and the related trust is tax-exempt.

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE G – CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

- Investments, at fair value; adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts; and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Interest and dividend income; net appreciation in fair value of investments; and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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

NOTE H – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a collective trust managed by Fidelity Investments. Fidelity Investments is a related party to the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and administrative services were \$34,674 for the year ended December 31, 2012.

NOTE I – RISKS AND UNCERTAINTIES

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE J – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following reconciles net income per the Form 5500 to net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012:

Net income per the Form 5500	\$ 7,732,538
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(66,360)</u>
Net increase in net assets available for benefits per the financial statements	<u>\$ 7,666,178</u>

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

	2012	2011
Net assets available for benefits per the Form 5500	\$ 59,211,054	\$ 51,478,516
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(243,115)</u>	<u>(176,755)</u>
Net assets available for benefits per the financial statements	<u>\$ 58,967,939</u>	<u>\$ 51,301,761</u>

SUPPLEMENTAL SCHEDULE

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
Form 5500 E.I.N. 31-1811453

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost **	Current Value
*	Fidelity	Freedom 2005		\$ 42,756
*	Fidelity	Freedom 2055		55,502
	Dodge & Cox	International Stock		386,075
*	Fidelity	Freedom 2000		422,472
*	Fidelity	Freedom 2050		542,467
*	Fidelity	Freedom 2045		790,773
*	Fidelity	Freedom Income		1,115,364
*	Fidelity	Freedom 2015		1,190,521
*	Fidelity	Freedom 2035		1,191,667
	American	Small Capital Valuation Portfolio		1,271,872
	Virtus	Mid Cap Value		1,294,769
	Morgan Stanley	Small Co Growth		1,551,997
*	Fidelity	Freedom 2040		1,669,306
*	Fidelity	Freedom 2025		1,680,719
*	Fidelity	Freedom 2010		1,853,266
	Ivy	Mid Cap Growth Fund		1,897,645
*	Fidelity	Low PR Stock		2,129,334
	Invesco	International Growth		2,358,428
	American	Balanced		2,663,219
	Allianz	NFJ Dividend Value Admin		2,665,078
	American	Fundamental Investment		2,956,600
	Columbia	Select Large Cap Growth Fund		3,484,045
	Spartan	US Equity Index		3,586,072
	Spartan	US Bond Index		3,634,029
*	Fidelity	Freedom 2030		4,042,312
*	Fidelity	Freedom 2020		4,265,262
*	Fidelity	Managed Income Portfolio		8,495,391
				57,236,941
*	Various participants	Notes receivable (Interest rates 4.5% to 9.5%)		1,974,113
				\$ 59,211,054

* Denotes a party-in-interest

** Cost information is omitted for investments that are fully participant directed

Financial Statements and Report of Independent
Certified Public Accountants

AAA Allied Group, Inc. Employees 401(k) Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Administrative Committee
AAA Allied Group, Inc. Employees 401(k) Plan

Grant Thornton LLP
4000 Smith Road, Suite 500
Cincinnati, OH 45209-1967
T 513.762.5000
F 513.241.6125
www.GrantThornton.com

Report on the financial statements

We were engaged to audit the accompanying financial statements of AAA Allied Group, Inc. Employees 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note G, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

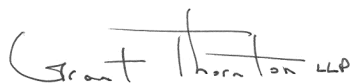
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

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



Cincinnati, Ohio
September 6, 2013

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 48,741,550	\$ 39,847,822
Collective trust	<u>8,495,391</u>	<u>7,166,553</u>
Total investments, at fair value	57,236,941	47,014,375
Receivables:		
Notes receivable from participants	1,974,113	1,670,870
Transfer receivable from AAA Miami Valley Employees Savings Plan	<u>-</u>	<u>2,793,271</u>
Total receivables	1,974,113	4,464,141
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(243,115)</u>	<u>(176,755)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 58,967,939</u>	<u>\$ 51,301,761</u>

The accompanying notes are an integral part of these financial statements.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Contributions:	
Participant	\$ 3,361,824
Rollovers	439,830
Employer	<u>2,309,147</u>
Total contributions	6,110,801
Interest income on notes receivable from participants	80,290
Investment income:	
Interest and dividend income	1,207,211
Net appreciation in fair value of investments	<u>4,648,288</u>
Total investment income, net	5,855,499
Benefits paid to participants	(4,345,738)
Administrative expenses	<u>(34,674)</u>
Net increase	7,666,178
Net assets available for benefits:	
Beginning of year	<u>51,301,761</u>
End of year	<u><u>\$ 58,967,939</u></u>

The accompanying notes are an integral part of this financial statement.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN

The following description of the AAA Allied Group, Inc. Employees 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

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2. Contributions

Each year, participants in the Plan can contribute between 1% and 60% of their annual pretax earnings as defined in the Plan agreement. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are not subject to the Employer’s matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Employer matching contributions for AAA employees are limited to 100% on the first 6% of compensation contributed by the participants. Employer matching contributions for BSTS employees are discretionary and for the year ended December 31, 2012, were limited to 50% on the first 4% of compensation contributed by the participants.

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Each participant's account is credited with 1) any voluntary participant contributions, 2) matching contributions, as defined, made by the Employer, and 3) an allocation of plan earnings (losses). Allocations are based on methods as defined in the Plan agreement. A participant’s benefit is equal to that amount that can be provided under the Plan agreement from the participant’s vested account.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN (continued)

3. Participant Accounts (continued)

Participants may elect to invest their accounts in several mutual funds and a collective trust. Participants may change their deferral percentages and allocation options at any time.

4. Payment of Benefits

On termination of service, retirement, or disability a participant may elect to receive either a lump-sum amount equal to the vested value of the participant's account, or a rollover to a qualified retirement plan. The Plan allows for hardship withdrawals of participant deferrals in cases of financial need as defined in the Plan document. At age 59 ½, a participant may elect to withdraw all or a portion of his or her account. At age 70 ½, participants are required by law to receive a minimum required distribution as defined in the Plan document.

5. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. AAA employees are immediately vested in the Employer contribution portion of their account. BSTS employees vest in the Employer contribution portion of their account based on years of service and are 100% vested after 6 years of credited service.

6. Forfeitures

Forfeitures may be used to pay Plan expenses not paid by the Employer or to reduce Employer contributions. No forfeitures were used to reduce Employer contributions in 2012. Unallocated forfeitures are \$4,025 and \$571 at December 31, 2012 and 2011, respectively.

7. Notes Receivables 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. Loans are paid ratably through payroll deductions over periods ranging up to 5 years or 10 years (for the purchase of a primary residence). The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.5% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. 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.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

2. Use of Estimates

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

3. Investment Valuation

The Plan's investment in mutual funds is 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. The Plan's investment in the collective trust is stated at contract value.

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

4. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2012 or 2011.

5. Payment of Benefits

Benefits are recorded when paid.

6. Administrative Expenses

All administrative expenses are paid by the Plan.

7. Investment Contracts Held in a Collective Trust

The Plan offers an investment option, the Fidelity Managed Income Portfolio, a collective trust fund (the "MIP"). Since certain investment contracts held by the MIP are fully benefit-responsive, contract value is the relevant measurement attribute, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. An investment contract is generally permitted to be valued at contract value, rather than fair value, to the extent it is fully benefit-responsive and held by a collective trust offered only to qualified employer-sponsored defined contribution plans.

The statements of net assets available for benefits as of December 31, 2012 and 2011, present the fair value of the investment in the MIP. Additionally, the statements of net assets available for benefits as of December 31, 2012 and 2011, present the adjustment of the investment in the MIP from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis for fully-benefit responsive investment contracts.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

8. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amends and clarifies the measurement and disclosure requirements of Accounting Standards Codification 820, resulting in common requirements for measuring fair value and for disclosing information about fair value measurements, clarification of how to apply existing fair value measurement and disclosure requirements, and changes to certain principles and requirements for measuring fair value and disclosing information about fair value measurements. The new requirements are effective for fiscal years beginning after December 15, 2011. ASU 2011-04 was adopted on January 1, 2012, and did not have a material effect on the Plan’s financial statements.

9. Subsequent Events

The Plan evaluated subsequent events through September 6, 2013, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

NOTE C – INVESTMENTS

Fidelity Management Trust Company (the “Trustee”) holds the Plan’s investment assets and executes investment transactions. All investment information in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan and certified as complete and accurate by the Plan’s Trustee.

The Plan’s investments that represent 5% or more of the Plan’s net assets at December 31, 2012 and 2011 are as follows:

	2012	2011
* Fidelity Managed Income Portfolio	\$ 8,252,276	\$ 6,989,798
* Fidelity Freedom 2020	4,265,262	3,595,840
Spartan US Bond Index	3,634,029	3,330,139
Spartan US Equity Index	3,586,072	3,106,520
* Fidelity Freedom 2030	4,042,312	3,078,196
Columbia Select Large Cap Growth Fund	3,484,045	2,959,575
American Fundamental Investment	2,956,600	2,674,696

* Denotes a party-in-interest.

During 2012, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$4,648,288. Interest and dividends on all investments totaled \$1,207,211. The portion of the Fidelity Managed Income Portfolio attributable to fully benefit-responsive investment contracts is reported at contract value.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS

FASB *Accounting Standards Codification* (“ASC”) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Mutual funds – Valued as the net asset value (“NAV”) of shares held by the Plan at year-end, as quoted in an active market at the measurement date.

Collective trust fund – Valued at the NAV of the units of a bank collective trust. The NAV as provided by the trustee is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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 estimate of fair value at the reporting date.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS (continued)

The following tables set forth the Plan's financial assets and liabilities that were measured at fair value on a recurring basis during the period, by level, within the fair value hierarchy:

Fair Value Measurement At December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,744,503	\$ -	\$ -	\$ 2,744,503
Large Blend	25,405,059	-	-	25,405,059
Mid Cap Blend	2,129,334	-	-	2,129,334
Mid Cap Growth	1,897,645	-	-	1,897,645
Intermediate-Term Bond	3,634,029	-	-	3,634,029
Large Value	5,328,297	-	-	5,328,297
Large Growth	3,484,045	-	-	3,484,045
Small Value	1,271,872	-	-	1,271,872
Mid Cap Value	1,294,769	-	-	1,294,769
Small Growth	1,551,997	-	-	1,551,997
Collective trust fund	-	8,495,391	-	8,495,391
	\$ 48,741,550	\$ 8,495,391	\$ -	\$ 57,236,941

Fair Value Measurement At December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,500,404	\$ -	\$ -	\$ 2,500,404
Large Blend	19,868,729	-	-	19,868,729
Mid Cap Blend	1,659,271	-	-	1,659,271
Mid Cap Growth	1,874,950	-	-	1,874,950
Intermediate-Term Bond	3,330,139	-	-	3,330,139
Large Value	4,196,138	-	-	4,196,138
Large Growth	2,959,575	-	-	2,959,575
Small Value	1,128,472	-	-	1,128,472
Mid Cap Value	1,069,258	-	-	1,069,258
Small Growth	1,260,886	-	-	1,260,886
Collective trust fund	-	7,166,553	-	7,166,553
	\$ 39,847,822	\$ 7,166,553	\$ -	\$ 47,014,375

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D – FAIR VALUE MEASUREMENTS (continued)

Investments valued at NAV, that are not traded on an active market, as of December 31, 2012, consist of the MIP collective trust. The MIP seeks to preserve principal investment while earning interest income. The MIP will try to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of MIP will fluctuate. The MIP invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities, and money market funds to provide daily liquidity.

The NAV of the MIP is determined using the fair value of the underlying securities less liabilities. The MIP allows for daily liquidity with no additional days' notice required for redemption for participant directed transactions. The fair value of the MIP at December 31, 2012 and 2011 was \$8,495,391 and \$7,166,553, respectively. If the Plan initiates a full redemption of the MIP, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to twelve months in order to ensure that securities liquidations will be carried out in an orderly manner. There are no unfunded commitments to the MIP.

NOTE E – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

NOTE F – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Plan Sponsor by a letter dated July 16, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving its determination letter. However, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore, believes the Plan is qualified, and the related trust is tax-exempt.

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE G – CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

- Investments, at fair value; adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts; and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Interest and dividend income; net appreciation in fair value of investments; and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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

NOTE H – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a collective trust managed by Fidelity Investments. Fidelity Investments is a related party to the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and administrative services were \$34,674 for the year ended December 31, 2012.

NOTE I – RISKS AND UNCERTAINTIES

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE J – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following reconciles net income per the Form 5500 to net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012:

Net income per the Form 5500	\$ 7,732,538
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(66,360)</u>
Net increase in net assets available for benefits per the financial statements	<u>\$ 7,666,178</u>

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

	2012	2011
Net assets available for benefits per the Form 5500	\$ 59,211,054	\$ 51,478,516
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(243,115)</u>	<u>(176,755)</u>
Net assets available for benefits per the financial statements	<u>\$ 58,967,939</u>	<u>\$ 51,301,761</u>

SUPPLEMENTAL SCHEDULE

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
Form 5500 E.I.N. 31-1811453

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost **	Current Value
*	Fidelity	Freedom 2005		\$ 42,756
*	Fidelity	Freedom 2055		55,502
	Dodge & Cox	International Stock		386,075
*	Fidelity	Freedom 2000		422,472
*	Fidelity	Freedom 2050		542,467
*	Fidelity	Freedom 2045		790,773
*	Fidelity	Freedom Income		1,115,364
*	Fidelity	Freedom 2015		1,190,521
*	Fidelity	Freedom 2035		1,191,667
	American	Small Capital Valuation Portfolio		1,271,872
	Virtus	Mid Cap Value		1,294,769
	Morgan Stanley	Small Co Growth		1,551,997
*	Fidelity	Freedom 2040		1,669,306
*	Fidelity	Freedom 2025		1,680,719
*	Fidelity	Freedom 2010		1,853,266
	Ivy	Mid Cap Growth Fund		1,897,645
*	Fidelity	Low PR Stock		2,129,334
	Invesco	International Growth		2,358,428
	American	Balanced		2,663,219
	Allianz	NFJ Dividend Value Admin		2,665,078
	American	Fundamental Investment		2,956,600
	Columbia	Select Large Cap Growth Fund		3,484,045
	Spartan	US Equity Index		3,586,072
	Spartan	US Bond Index		3,634,029
*	Fidelity	Freedom 2030		4,042,312
*	Fidelity	Freedom 2020		4,265,262
*	Fidelity	Managed Income Portfolio		8,495,391
				57,236,941
*	Various participants	Notes receivable (Interest rates 4.5% to 9.5%)		1,974,113
				\$ 59,211,054

* Denotes a party-in-interest

** Cost information is omitted for investments that are fully participant directed