

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>EVERETT SMITH GROUP, LTD. 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>10/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>10/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>10/01/1985</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EVERETT SMITH GROUP, LTD.</u> <u>330 EAST KILBOURN AVE, SUITE 750</u> <u>MILWAUKEE, WI 53202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>39-1201792</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>414-223-1560</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>316110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>39-1201792</u>	2c Sponsor's telephone number <u>414-223-1560</u>	2d Business code (see instructions) <u>316110</u>	
2b Employer Identification Number (EIN) <u>39-1201792</u>					
2c Sponsor's telephone number <u>414-223-1560</u>					
2d Business code (see instructions) <u>316110</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	09/23/2013 Date	BRUCE BETTERS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	09/23/2013 Date	BRUCE BETTERS 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 BRUCE BETTERS		3b Administrator's EIN 39-1201792
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1959
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	1077
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	513
d Subtotal. Add lines 6a , 6b , and 6c	6d	1590
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	14
f Total. Add lines 6d and 6e	6f	1604
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1499
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	60
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 3H 2T		
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 EVERETT SMITH GROUP, LTD. 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 EVERETT SMITH GROUP, LTD.	D Employer Identification Number (EIN) 39-1201792	

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
AMERICAN FUNDS

95-1411037

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

39-1811840

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

94-1441976

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

39-1201792

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

ALGER

13-2665689

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

LORD ABBETT

13-5620131

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

PIMCO FUNDS

95-2632339

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

INVESCO VAN KAMPEN

58-2287224

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

PERKINS

43-1804048

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

VANGUARD

23-1945930

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

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

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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 49 50 52 60 62 63 64	SERVICE PROVIDER	6625	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) 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

A Name of plan <u>EVERETT SMITH GROUP, LTD. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>EVERETT SMITH GROUP, LTD.</u>	D Employer Identification Number (EIN) <u>39-1201792</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE RETURN FUND N35</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2251296-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10204320</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO S&P 500 INDEX FUND N5</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>94-6751923-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1271357</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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>EVERETT SMITH GROUP, LTD. 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>EVERETT SMITH GROUP, LTD.</u>		D Employer Identification Number (EIN) <u>39-1201792</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	
	(2) Participant contributions	1b(2)	0	
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	684637	892839
	(9) Value of interest in common/collective trusts.....	1c(9)	11156235	11475677
	(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)	76991995	85955085
	(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	88832867	98323601

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	88832867	98323601
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2749361	
(B) Participants	2a(1)(B)	4037110	
(C) Others (including rollovers)	2a(1)(C)	229022	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7015493
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)	34441	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		34441
(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)	554229	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		554229
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		372487
(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)		9923790
c Other income.....	2c		2459
d Total income. Add all income amounts in column (b) and enter total.....	2d		17902899

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8224099	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		8224099
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		11393
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)	176673	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		176673
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8412165

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9490734
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: **BAKER TILLY**

(2) EIN: **39-0859910**

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		10000000
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.			

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>EVERETT SMITH GROUP, LTD. 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>EVERETT SMITH GROUP, LTD.</u>	D Employer Identification Number (EIN) <u>39-1201792</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>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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): _____

EVERETT SMITH GROUP, LTD 401(K) PLAN

Milwaukee, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION
Including Independent Auditors' Report

As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

EVERETT SMITH GROUP, LTD 401(K) PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to Everett Smith Group, Ltd 401(k) Plan.

INDEPENDENT AUDITORS' REPORT

To the Plan sponsor and Participants
Everett Smith Group, Ltd 401(k) Plan
Milwaukee, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Everett Smith Group, Ltd 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the ("Trustee") of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter - Supplemental Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule as defined in the table of contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA. 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 information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Vinchow Krause, LLP

Milwaukee, Wisconsin
September 9, 2013

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value	<u>\$ 97,430,762</u>	<u>\$ 88,148,230</u>
Receivables		
Notes receivable from participants	<u>892,839</u>	<u>684,637</u>
Total receivables	<u>892,839</u>	<u>684,637</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 98,323,601</u>	<u>\$ 88,832,867</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

ADDITIONS

Additions to net assets attributed to

Investment income

Net appreciation in fair value of investments

\$ 10,407,374

Interest and dividends

480,040

10,887,414

Contributions

Participants'

4,037,110

Employer's

2,749,361

Rollovers

229,022

7,015,493

Total additions

17,902,907

DEDUCTIONS

Deductions from net assets attributed to

Benefits paid to participants

8,235,500

Administrative expenses

176,673

Total deductions

8,412,173

Net increase

9,490,734

NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year

88,832,867

End of year

\$ 98,323,601

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan

The following description of the Everett Smith Group, Ltd 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by Everett Smith Group, Ltd. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). All bargaining, non-bargaining production hourly and administrative employees are eligible to participate. Participants are eligible to receive the company matching contributions after 60 days of employment. Upon enrollment in the Plan, a participant may direct employer and employee contributions to a combination of investment options.

Administration

A plan committee, appointed by the Company's Chief Executive Officer, is responsible for the administration of the Plan.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation (salary reduction contributions), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Contributions are subject to certain limitations.

The Company matches 100% of the participant's contributions up to the first 1% of the participants defined compensation. The Company also matches 50% of the participant's contributions on the next 5% of the participant's defined compensation. An automatic contribution of 1% or 2% for eligible divisions is also made by the Company.

Transition benefits are available from the Company for employees who were active participants in Part A of the Everett Smith Group, Ltd Pension Plan at December 31, 2008. If an employee's age plus years of service was greater than 45 at December 31, 2008 the employee receives an employer contribution of 2% of the participants defined compensation. If the eligible employee's age plus years of service was greater then 55 they receive 3% and if it was greater then 60 they receive 4%. The maximum period which a participant is eligible to receive the transition benefits is 10 years.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions, company contributions, and Plan earnings (net of administrative expenses). Forfeitures of terminated participants' nonvested accounts are allocated based on the participant's eligible compensation, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Vesting

Participants are immediately vested in their salary reduction and rollover contributions plus earnings thereon. Participants become fully vested in their company contributions, after one year of employment.

Forfeited Accounts

Forfeited nonvested accounts will be used to reduce future Company contributions. In 2012, Company contributions were reduced by \$36,704 from forfeited nonvested accounts. As of December 31, 2012 and 2011, total forfeitures were \$4,097 and \$754, respectively.

Payment of Benefits

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan documents. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment or periodic payments (limited to one per Plan year) if the account is greater than \$5,000. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

Termination of Plan

The Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates that range from 4.25% to 9.25%, which reflect prime plus 1% on the date that the loans commenced. Principal and interest is paid ratably through payroll deductions.

Administrative Expenses

The Company pays a portion of the Plan's administrative expenses.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 4 Fair Value of Financial Instruments for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

Net appreciation or depreciation of investments included in the accompanying statements of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. Because unrealized gains and losses are recognized annually, the net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value at the beginning of the year or the original cost of the investment if purchased during the year.

The Plan invests in pooled separate accounts that determine their fair value using the net asset value ("NAV") of the funds. The NAV is determined by the applicable fund manager using the fair value of the underlying net assets of the account at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A. the trustee of the Plan.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

	<u>2012</u>		<u>2011</u>
Investments, at fair value			
Mutual Funds:			
Units of large capital mutual funds:			
Dodge & Cox Stock Fund	\$ 3,485,251		\$ 3,335,390
Vanguard Growth Index	<u>1,064,683</u>		<u>820,343</u>
Total large capital mutual funds	<u>4,549,934</u>		<u>4,155,733</u>
Units of small/mid capital mutual funds:			
Artisan Mid Cap Fund	1,611,832		1,026,552
Lord Abbett Small-Cap Value Fund	1,792,487		1,715,891
Alger Small Cap Growth	1,422,378		1,351,559
Perkins Mid-Cap Value T Fund	<u>1,185,443</u>		<u>1,148,999</u>
Total small/mid capital funds	<u>6,012,140</u>		<u>5,243,001</u>
Units of international mutual fund:			
American Funds Europacific Growth Fund	<u>1,552,023</u>		<u>1,416,173</u>
Units of balanced mutual fund:			
Invesco Van Kampen Equity and Income Y Fund	<u>1,202,953</u>		<u>1,072,700</u>
Units of fixed income mutual fund:			
PIMCO Total Return Fund	<u>3,131,221</u>		<u>2,538,391</u>
Total mutual funds	<u>16,448,271</u>		<u>14,425,998</u>
Pooled separate funds:			
Units of target retirement funds:			
Everett Smith Target Retirement Date Fund	5,475,622	*	5,102,056
Everett Smith Target Retirement 2015 Fund	6,043,409	*	6,029,400
Everett Smith Target Retirement 2020 Fund	11,860,362	*	11,004,565
Everett Smith Target Retirement 2025 Fund	17,238,318	*	15,915,713
Everett Smith Target Retirement 2030 Fund	11,074,934	*	9,177,134
Everett Smith Target Retirement 2035 Fund	7,235,076	*	6,938,492
Everett Smith Target Retirement 2040 Fund	5,744,054	*	4,645,818
Everett Smith Target Retirement 2045 Fund	1,302,704		997,786
Everett Smith Target Retirement 2050 Fund	<u>3,532,335</u>		<u>2,755,033</u>
Total target retirement funds	<u>69,506,814</u>		<u>62,565,997</u>
Common collective trust funds:			
Units of stable value funds:			
Wells Fargo Collective Stable Return Fund	10,204,320	*	9,915,250
Wells Fargo Collective S&P Index Fund	<u>1,271,357</u>		<u>1,240,985</u>
Total common collective trust funds	<u>11,475,677</u>		<u>11,156,235</u>
Participant loans	<u>892,839</u>		<u>684,637</u>
Total	<u>\$ 98,323,601</u>		<u>\$ 88,832,867</u>

Investments that represent 5% or more of the Plan's net assets are separately identified with an "*".

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) realized investment income (loss) as follows:

Net appreciation in fair value of investments	\$ 10,407,374
Interest and dividends	<u>480,040</u>
Net Investment Income	<u>\$ 10,887,414</u>

During the year ended December 31, 2012, the Plan's investments generated net appreciation in the fair value of investments as follows:

Mutual funds	\$ 1,780,792
Pooled separate funds	8,254,095
Common collective trust funds	<u>372,487</u>
Net appreciation in fair value of investments	<u>\$ 10,407,374</u>

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the financial statements.

NOTE 4 - Fair Value of Financial Instruments

The Plan follows GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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 fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access.
- Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.
 - 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.
- Level 3 - Unobservable inputs that are not corroborated by market data.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

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

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

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Pooled separate accounts: Valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is equal to the number of participant units owned under the contract in each pooled separate account times the unit value of the participation units. The unit values of participation units in the pooled separate accounts are estimated by the custodian based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of participation units outstanding. The underlying assets are either valued according with the quoted market prices for identical actively traded assets or the NAV of the unit investment trusts.

Target retirement funds: Valued at the net asset value of shares held by the Plan at year-end. The Everett Smith Group Target Retirement Funds are outside managed custom unitized portfolios. The funds are designed for investors who plan to retire and begin withdrawing money close to the projected target-retirement fund year, and who desire an asset-allocated portfolio that becomes conservative over time. The Everett Smith Group Target Retirement Funds seek their goal by investing in a combination of global bonds, global stocks and real assets. Real assets include real estate investment trusts, commodity futures and energy infrastructure partnerships. There are no unfunded commitments relating to these types of investments or significant restrictions on redemptions.

Common collective trust funds: Common collective trust funds that do not hold guaranteed investment contracts determine their fair value using the NAV of the fund. The NAV is determined by each fund's trustee using the fair value of the underlying securities within the fund at year-end. The fair value of common collective trust funds that include guaranteed investment contracts are determined based on the present value of future cash flows using the current discount rate. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contracted wrapper fee. Common collective trust funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

The common collective trust funds provides daily liquidity; therefore, the redemption frequency is immediate for the participant, with no redemption notice period. The funds do not have any unfunded commitments. The investment objectives of the common collective trust funds are as follows:

Wells Fargo Collective Stable Return Fund - Invests in investment contracts and security-backed contracts. The estimated fair value of the collective trust funds is net asset value, exclusive of the adjustment to contract value. The use of the net asset value as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. The fund seeks safety from principal and consistency of returns while attempting to maintain minimal volatility.

Wells Fargo Collective S&P Index Fund - The funds seeks to closely approximate the total return above that of the S&P 500 Index. The fund offers investors exposure to equity securities by implementing a replication strategy of the S&P 500 Index.

The plan sponsor is responsible for the determination of fair value. The plan sponsor has not historically adjusted the prices obtained from the pricing services. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The table below presents the balances of investments held by the Plan measured at fair value on a recurring basis by level within the hierarchy.

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,549,934	\$ 4,549,934	\$ -	\$ -
Small/mid capital mutual funds	6,012,140	6,012,140	-	-
International mutual fund	1,552,023	1,552,023	-	-
Balanced mutual fund	1,202,953	1,202,953	-	-
Fixed income mutual fund	<u>3,131,221</u>	<u>3,131,221</u>	-	-
Total mutual funds	<u>16,448,271</u>	<u>16,448,271</u>	-	-
Pooled separate funds:				
Target retirement funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Total pooled separate funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Common collective trust ("CCT") funds:				
Stable value fund	10,204,320	-	10,204,320	-
Collective index fund	<u>1,271,357</u>	-	<u>1,271,357</u>	-
Total CCT funds	<u>11,475,677</u>	-	<u>11,475,677</u>	-
Total investments at fair value	<u>\$97,430,762</u>	<u>\$16,448,271</u>	<u>\$80,982,491</u>	<u>\$ -</u>

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,155,733	\$ 4,155,733	\$ -	\$ -
Small/mid capital mutual funds	5,243,001	5,243,001	-	-
International mutual fund	1,416,173	1,416,173	-	-
Balanced mutual fund	1,072,700	1,072,700	-	-
Fixed income mutual fund	<u>2,538,391</u>	<u>2,538,391</u>	-	-
Total mutual funds	<u>14,425,998</u>	<u>14,425,998</u>	-	-
Pooled separate funds:				
Target retirement funds	<u>62,565,997</u>	-	<u>62,565,997</u>	-
Total pooled separate funds	<u>62,565,997</u>	-	<u>62,565,997</u>	-
Common collective trust funds:				
Stable value fund	9,915,250	-	9,915,250	-
Collective index fund	<u>1,240,985</u>	-	<u>1,240,985</u>	-
Total CCT funds	<u>11,156,235</u>	-	<u>11,156,235</u>	-
Total investments at fair value	<u>\$88,148,230</u>	<u>\$14,425,998</u>	<u>\$73,722,232</u>	<u>\$ -</u>

NOTE 5 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2012 and 2011.

NOTE 6 - Parties In Interest

Certain Plan investments are units of common collective trust funds and units of pooled investment funds managed by the Trustee or the plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

NOTE 7 - Tax Status

The Internal Revenue Service ruled in a letter dated June 30, 2009 that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the Plan is not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The administrative committee is not aware of any events that have occurred that might adversely affect the Plan's qualified status.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 7 - Tax Status (cont.)

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed in years prior to 2010.

NOTE 8 - Subsequent Events

The Plan has evaluated subsequent events through September 9, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

EVERETT SMITH GROUP, LTD 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Plan 002
EIN 39-1201792

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Dodge & Cox	Dodge & Cox Stock Fund	**	\$ 3,485,251
	Vanguard	Vanguard Growth Index	**	1,064,683
	Dodge & Cox	Artisan Mid Cap Fund	**	1,611,832
	Lord Abbett	Lord Abbett Small-Cap Value Fund	**	1,792,487
	Alger	Alger Small Cap Growth	**	1,422,378
	Perkins	Perkins Mid-Cap Value T Fund	**	1,185,443
	American	American Funds Europacific Growth Fund	**	1,552,023
	Invesco	Invesco Van Kampen Equity and Income Y Fund	**	1,202,953
	PIMCO	PIMCO Total Return Fund	**	3,131,221
		Everett Smith Group Target Retirement Date		
*	Wells Fargo	Fund	**	5,475,622
*	Wells Fargo	Everett Smith Group Target Retirement 2015	**	6,043,409
*	Wells Fargo	Everett Smith Group Target Retirement 2020	**	11,860,362
*	Wells Fargo	Everett Smith Group Target Retirement 2025	**	17,238,318
*	Wells Fargo	Everett Smith Group Target Retirement 2030	**	11,074,934
*	Wells Fargo	Everett Smith Group Target Retirement 2035	**	7,235,076
*	Wells Fargo	Everett Smith Group Target Retirement 2040	**	5,744,054
*	Wells Fargo	Everett Smith Group Target Retirement 2045	**	1,302,704
*	Wells Fargo	Everett Smith Group Target Retirement 2050	**	3,532,335
*	Wells Fargo	Wells Fargo Collective Stable Return Fund	**	10,204,320
*	Wells Fargo	Wells Fargo Collective S&P Index Fund	**	1,271,357
*	Various participant loans	Interest from 4.25% to 9.25%	-0-	<u>892,839</u>
				<u>\$ 98,323,601</u>

* Represents a party in interest

** Cost omitted for participant directed investments

This schedule has been prepared based on information certified as complete and accurate by Wells Fargo Bank, N.A., Trustee.

EVERETT SMITH GROUP, LTD 401(K) PLAN

Milwaukee, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION
Including Independent Auditors' Report

As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

EVERETT SMITH GROUP, LTD 401(K) PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to Everett Smith Group, Ltd 401(k) Plan.

INDEPENDENT AUDITORS' REPORT

To the Plan sponsor and Participants
Everett Smith Group, Ltd 401(k) Plan
Milwaukee, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Everett Smith Group, Ltd 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the ("Trustee") of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter - Supplemental Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule as defined in the table of contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA. 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 information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Vinchow Krause, LLP

Milwaukee, Wisconsin
September 9, 2013

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2012 and 2011

ASSETS			
		<u>2012</u>	<u>2011</u>
Investments, at fair value		<u>\$ 97,430,762</u>	<u>\$ 88,148,230</u>
Receivables			
Notes receivable from participants		<u>892,839</u>	<u>684,637</u>
Total receivables		<u>892,839</u>	<u>684,637</u>
NET ASSETS AVAILABLE FOR BENEFITS		<u>\$ 98,323,601</u>	<u>\$ 88,832,867</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

ADDITIONS

Additions to net assets attributed to

Investment income

Net appreciation in fair value of investments

\$ 10,407,374

Interest and dividends

480,040

10,887,414

Contributions

Participants'

4,037,110

Employer's

2,749,361

Rollovers

229,022

7,015,493

Total additions

17,902,907

DEDUCTIONS

Deductions from net assets attributed to

Benefits paid to participants

8,235,500

Administrative expenses

176,673

Total deductions

8,412,173

Net increase

9,490,734

NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year

88,832,867

End of year

\$ 98,323,601

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan

The following description of the Everett Smith Group, Ltd 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by Everett Smith Group, Ltd. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). All bargaining, non-bargaining production hourly and administrative employees are eligible to participate. Participants are eligible to receive the company matching contributions after 60 days of employment. Upon enrollment in the Plan, a participant may direct employer and employee contributions to a combination of investment options.

Administration

A plan committee, appointed by the Company's Chief Executive Officer, is responsible for the administration of the Plan.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation (salary reduction contributions), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Contributions are subject to certain limitations.

The Company matches 100% of the participant's contributions up to the first 1% of the participants defined compensation. The Company also matches 50% of the participant's contributions on the next 5% of the participant's defined compensation. An automatic contribution of 1% or 2% for eligible divisions is also made by the Company.

Transition benefits are available from the Company for employees who were active participants in Part A of the Everett Smith Group, Ltd Pension Plan at December 31, 2008. If an employee's age plus years of service was greater than 45 at December 31, 2008 the employee receives an employer contribution of 2% of the participants defined compensation. If the eligible employee's age plus years of service was greater then 55 they receive 3% and if it was greater then 60 they receive 4%. The maximum period which a participant is eligible to receive the transition benefits is 10 years.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions, company contributions, and Plan earnings (net of administrative expenses). Forfeitures of terminated participants' nonvested accounts are allocated based on the participant's eligible compensation, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Vesting

Participants are immediately vested in their salary reduction and rollover contributions plus earnings thereon. Participants become fully vested in their company contributions, after one year of employment.

Forfeited Accounts

Forfeited nonvested accounts will be used to reduce future Company contributions. In 2012, Company contributions were reduced by \$36,704 from forfeited nonvested accounts. As of December 31, 2012 and 2011, total forfeitures were \$4,097 and \$754, respectively.

Payment of Benefits

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan documents. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment or periodic payments (limited to one per Plan year) if the account is greater than \$5,000. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

Termination of Plan

The Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates that range from 4.25% to 9.25%, which reflect prime plus 1% on the date that the loans commenced. Principal and interest is paid ratably through payroll deductions.

Administrative Expenses

The Company pays a portion of the Plan's administrative expenses.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 4 Fair Value of Financial Instruments for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

Net appreciation or depreciation of investments included in the accompanying statements of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. Because unrealized gains and losses are recognized annually, the net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value at the beginning of the year or the original cost of the investment if purchased during the year.

The Plan invests in pooled separate accounts that determine their fair value using the net asset value ("NAV") of the funds. The NAV is determined by the applicable fund manager using the fair value of the underlying net assets of the account at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A. the trustee of the Plan.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

	<u>2012</u>		<u>2011</u>
Investments, at fair value			
Mutual Funds:			
Units of large capital mutual funds:			
Dodge & Cox Stock Fund	\$ 3,485,251		\$ 3,335,390
Vanguard Growth Index	<u>1,064,683</u>		<u>820,343</u>
Total large capital mutual funds	<u>4,549,934</u>		<u>4,155,733</u>
Units of small/mid capital mutual funds:			
Artisan Mid Cap Fund	1,611,832		1,026,552
Lord Abbett Small-Cap Value Fund	1,792,487		1,715,891
Alger Small Cap Growth	1,422,378		1,351,559
Perkins Mid-Cap Value T Fund	<u>1,185,443</u>		<u>1,148,999</u>
Total small/mid capital funds	<u>6,012,140</u>		<u>5,243,001</u>
Units of international mutual fund:			
American Funds Europacific Growth Fund	<u>1,552,023</u>		<u>1,416,173</u>
Units of balanced mutual fund:			
Invesco Van Kampen Equity and Income Y Fund	<u>1,202,953</u>		<u>1,072,700</u>
Units of fixed income mutual fund:			
PIMCO Total Return Fund	<u>3,131,221</u>		<u>2,538,391</u>
Total mutual funds	<u>16,448,271</u>		<u>14,425,998</u>
Pooled separate funds:			
Units of target retirement funds:			
Everett Smith Target Retirement Date Fund	5,475,622	*	5,102,056
Everett Smith Target Retirement 2015 Fund	6,043,409	*	6,029,400
Everett Smith Target Retirement 2020 Fund	11,860,362	*	11,004,565
Everett Smith Target Retirement 2025 Fund	17,238,318	*	15,915,713
Everett Smith Target Retirement 2030 Fund	11,074,934	*	9,177,134
Everett Smith Target Retirement 2035 Fund	7,235,076	*	6,938,492
Everett Smith Target Retirement 2040 Fund	5,744,054	*	4,645,818
Everett Smith Target Retirement 2045 Fund	1,302,704		997,786
Everett Smith Target Retirement 2050 Fund	<u>3,532,335</u>		<u>2,755,033</u>
Total target retirement funds	<u>69,506,814</u>		<u>62,565,997</u>
Common collective trust funds:			
Units of stable value funds:			
Wells Fargo Collective Stable Return Fund	10,204,320	*	9,915,250
Wells Fargo Collective S&P Index Fund	<u>1,271,357</u>		<u>1,240,985</u>
Total common collective trust funds	<u>11,475,677</u>		<u>11,156,235</u>
Participant loans	<u>892,839</u>		<u>684,637</u>
Total	<u>\$ 98,323,601</u>		<u>\$ 88,832,867</u>

Investments that represent 5% or more of the Plan's net assets are separately identified with an "*".

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) realized investment income (loss) as follows:

Net appreciation in fair value of investments	\$ 10,407,374
Interest and dividends	<u>480,040</u>
Net Investment Income	<u>\$ 10,887,414</u>

During the year ended December 31, 2012, the Plan's investments generated net appreciation in the fair value of investments as follows:

Mutual funds	\$ 1,780,792
Pooled separate funds	8,254,095
Common collective trust funds	<u>372,487</u>
Net appreciation in fair value of investments	<u>\$ 10,407,374</u>

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the financial statements.

NOTE 4 - Fair Value of Financial Instruments

The Plan follows GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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 fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access.
- Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.
 - 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.
- Level 3 - Unobservable inputs that are not corroborated by market data.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

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

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

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Pooled separate accounts: Valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is equal to the number of participant units owned under the contract in each pooled separate account times the unit value of the participation units. The unit values of participation units in the pooled separate accounts are estimated by the custodian based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of participation units outstanding. The underlying assets are either valued according with the quoted market prices for identical actively traded assets or the NAV of the unit investment trusts.

Target retirement funds: Valued at the net asset value of shares held by the Plan at year-end. The Everett Smith Group Target Retirement Funds are outside managed custom unitized portfolios. The funds are designed for investors who plan to retire and begin withdrawing money close to the projected target-retirement fund year, and who desire an asset-allocated portfolio that becomes conservative over time. The Everett Smith Group Target Retirement Funds seek their goal by investing in a combination of global bonds, global stocks and real assets. Real assets include real estate investment trusts, commodity futures and energy infrastructure partnerships. There are no unfunded commitments relating to these types of investments or significant restrictions on redemptions.

Common collective trust funds: Common collective trust funds that do not hold guaranteed investment contracts determine their fair value using the NAV of the fund. The NAV is determined by each fund's trustee using the fair value of the underlying securities within the fund at year-end. The fair value of common collective trust funds that include guaranteed investment contracts are determined based on the present value of future cash flows using the current discount rate. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contracted wrapper fee. Common collective trust funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

The common collective trust funds provides daily liquidity; therefore, the redemption frequency is immediate for the participant, with no redemption notice period. The funds do not have any unfunded commitments. The investment objectives of the common collective trust funds are as follows:

Wells Fargo Collective Stable Return Fund - Invests in investment contracts and security-backed contracts. The estimated fair value of the collective trust funds is net asset value, exclusive of the adjustment to contract value. The use of the net asset value as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. The fund seeks safety from principal and consistency of returns while attempting to maintain minimal volatility.

Wells Fargo Collective S&P Index Fund - The funds seeks to closely approximate the total return above that of the S&P 500 Index. The fund offers investors exposure to equity securities by implementing a replication strategy of the S&P 500 Index.

The plan sponsor is responsible for the determination of fair value. The plan sponsor has not historically adjusted the prices obtained from the pricing services. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The table below presents the balances of investments held by the Plan measured at fair value on a recurring basis by level within the hierarchy.

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,549,934	\$ 4,549,934	\$ -	\$ -
Small/mid capital mutual funds	6,012,140	6,012,140	-	-
International mutual fund	1,552,023	1,552,023	-	-
Balanced mutual fund	1,202,953	1,202,953	-	-
Fixed income mutual fund	<u>3,131,221</u>	<u>3,131,221</u>	-	-
Total mutual funds	<u>16,448,271</u>	<u>16,448,271</u>	-	-
Pooled separate funds:				
Target retirement funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Total pooled separate funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Common collective trust ("CCT") funds:				
Stable value fund	10,204,320	-	10,204,320	-
Collective index fund	<u>1,271,357</u>	-	<u>1,271,357</u>	-
Total CCT funds	<u>11,475,677</u>	-	<u>11,475,677</u>	-
Total investments at fair value	<u>\$97,430,762</u>	<u>\$16,448,271</u>	<u>\$80,982,491</u>	<u>\$ -</u>

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,155,733	\$ 4,155,733	\$ -	\$ -
Small/mid capital mutual funds	5,243,001	5,243,001	-	-
International mutual fund	1,416,173	1,416,173	-	-
Balanced mutual fund	1,072,700	1,072,700	-	-
Fixed income mutual fund	2,538,391	2,538,391	-	-
Total mutual funds	<u>14,425,998</u>	<u>14,425,998</u>	<u>-</u>	<u>-</u>
Pooled separate funds:				
Target retirement funds	<u>62,565,997</u>	<u>-</u>	<u>62,565,997</u>	<u>-</u>
Total pooled separate funds	<u>62,565,997</u>	<u>-</u>	<u>62,565,997</u>	<u>-</u>
Common collective trust funds:				
Stable value fund	9,915,250	-	9,915,250	-
Collective index fund	<u>1,240,985</u>	<u>-</u>	<u>1,240,985</u>	<u>-</u>
Total CCT funds	<u>11,156,235</u>	<u>-</u>	<u>11,156,235</u>	<u>-</u>
Total investments at fair value	<u>\$88,148,230</u>	<u>\$ 14,425,998</u>	<u>\$73,722,232</u>	<u>\$ -</u>

NOTE 5 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2012 and 2011.

NOTE 6 - Parties In Interest

Certain Plan investments are units of common collective trust funds and units of pooled investment funds managed by the Trustee or the plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

NOTE 7 - Tax Status

The Internal Revenue Service ruled in a letter dated June 30, 2009 that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the Plan is not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The administrative committee is not aware of any events that have occurred that might adversely affect the Plan's qualified status.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 7 - Tax Status (cont.)

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed in years prior to 2010.

NOTE 8 - Subsequent Events

The Plan has evaluated subsequent events through September 9, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

EVERETT SMITH GROUP, LTD 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Plan 002
EIN 39-1201792

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Dodge & Cox	Dodge & Cox Stock Fund	**	\$ 3,485,251
	Vanguard	Vanguard Growth Index	**	1,064,683
	Dodge & Cox	Artisan Mid Cap Fund	**	1,611,832
	Lord Abbett	Lord Abbett Small-Cap Value Fund	**	1,792,487
	Alger	Alger Small Cap Growth	**	1,422,378
	Perkins	Perkins Mid-Cap Value T Fund	**	1,185,443
	American	American Funds Europacific Growth Fund	**	1,552,023
	Invesco	Invesco Van Kampen Equity and Income Y Fund	**	1,202,953
	PIMCO	PIMCO Total Return Fund	**	3,131,221
		Everett Smith Group Target Retirement Date		
*	Wells Fargo	Fund	**	5,475,622
*	Wells Fargo	Everett Smith Group Target Retirement 2015	**	6,043,409
*	Wells Fargo	Everett Smith Group Target Retirement 2020	**	11,860,362
*	Wells Fargo	Everett Smith Group Target Retirement 2025	**	17,238,318
*	Wells Fargo	Everett Smith Group Target Retirement 2030	**	11,074,934
*	Wells Fargo	Everett Smith Group Target Retirement 2035	**	7,235,076
*	Wells Fargo	Everett Smith Group Target Retirement 2040	**	5,744,054
*	Wells Fargo	Everett Smith Group Target Retirement 2045	**	1,302,704
*	Wells Fargo	Everett Smith Group Target Retirement 2050	**	3,532,335
*	Wells Fargo	Wells Fargo Collective Stable Return Fund	**	10,204,320
*	Wells Fargo	Wells Fargo Collective S&P Index Fund	**	1,271,357
*	Various participant loans	Interest from 4.25% to 9.25%	-0-	<u>892,839</u>
				<u>\$ 98,323,601</u>

* Represents a party in interest

** Cost omitted for participant directed investments

This schedule has been prepared based on information certified as complete and accurate by Wells Fargo Bank, N.A., Trustee.

EVERETT SMITH GROUP, LTD 401(K) PLAN

Milwaukee, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION
Including Independent Auditors' Report

As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

EVERETT SMITH GROUP, LTD 401(K) PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to Everett Smith Group, Ltd 401(k) Plan.

INDEPENDENT AUDITORS' REPORT

To the Plan sponsor and Participants
Everett Smith Group, Ltd 401(k) Plan
Milwaukee, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Everett Smith Group, Ltd 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the ("Trustee") of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter - Supplemental Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule as defined in the table of contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA. 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 information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Baker Tilly Vinchow Krause, LLP". The signature is written in a cursive, flowing style.

Milwaukee, Wisconsin
September 9, 2013

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2012 and 2011

ASSETS			
		<u>2012</u>	<u>2011</u>
Investments, at fair value		<u>\$ 97,430,762</u>	<u>\$ 88,148,230</u>
Receivables			
Notes receivable from participants		<u>892,839</u>	<u>684,637</u>
Total receivables		<u>892,839</u>	<u>684,637</u>
NET ASSETS AVAILABLE FOR BENEFITS		<u>\$ 98,323,601</u>	<u>\$ 88,832,867</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

ADDITIONS

Additions to net assets attributed to

Investment income

Net appreciation in fair value of investments

\$ 10,407,374

Interest and dividends

480,040

10,887,414

Contributions

Participants'

4,037,110

Employer's

2,749,361

Rollovers

229,022

7,015,493

Total additions

17,902,907

DEDUCTIONS

Deductions from net assets attributed to

Benefits paid to participants

8,235,500

Administrative expenses

176,673

Total deductions

8,412,173

Net increase

9,490,734

NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year

88,832,867

End of year

\$ 98,323,601

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan

The following description of the Everett Smith Group, Ltd 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by Everett Smith Group, Ltd. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). All bargaining, non-bargaining production hourly and administrative employees are eligible to participate. Participants are eligible to receive the company matching contributions after 60 days of employment. Upon enrollment in the Plan, a participant may direct employer and employee contributions to a combination of investment options.

Administration

A plan committee, appointed by the Company's Chief Executive Officer, is responsible for the administration of the Plan.

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation (salary reduction contributions), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Contributions are subject to certain limitations.

The Company matches 100% of the participant's contributions up to the first 1% of the participants defined compensation. The Company also matches 50% of the participant's contributions on the next 5% of the participant's defined compensation. An automatic contribution of 1% or 2% for eligible divisions is also made by the Company.

Transition benefits are available from the Company for employees who were active participants in Part A of the Everett Smith Group, Ltd Pension Plan at December 31, 2008. If an employee's age plus years of service was greater than 45 at December 31, 2008 the employee receives an employer contribution of 2% of the participants defined compensation. If the eligible employee's age plus years of service was greater then 55 they receive 3% and if it was greater then 60 they receive 4%. The maximum period which a participant is eligible to receive the transition benefits is 10 years.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions, company contributions, and Plan earnings (net of administrative expenses). Forfeitures of terminated participants' nonvested accounts are allocated based on the participant's eligible compensation, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Vesting

Participants are immediately vested in their salary reduction and rollover contributions plus earnings thereon. Participants become fully vested in their company contributions, after one year of employment.

Forfeited Accounts

Forfeited nonvested accounts will be used to reduce future Company contributions. In 2012, Company contributions were reduced by \$36,704 from forfeited nonvested accounts. As of December 31, 2012 and 2011, total forfeitures were \$4,097 and \$754, respectively.

Payment of Benefits

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan documents. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment or periodic payments (limited to one per Plan year) if the account is greater than \$5,000. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

Termination of Plan

The Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. These loans are secured by the balance in the participant's account. The loans bear interest at rates that range from 4.25% to 9.25%, which reflect prime plus 1% on the date that the loans commenced. Principal and interest is paid ratably through payroll deductions.

Administrative Expenses

The Company pays a portion of the Plan's administrative expenses.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 4 Fair Value of Financial Instruments for details on inputs, valuation techniques and fair value measurement level within the fair value hierarchy.

Net appreciation or depreciation of investments included in the accompanying statements of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. Because unrealized gains and losses are recognized annually, the net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value at the beginning of the year or the original cost of the investment if purchased during the year.

The Plan invests in pooled separate accounts that determine their fair value using the net asset value ("NAV") of the funds. The NAV is determined by the applicable fund manager using the fair value of the underlying net assets of the account at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A. the trustee of the Plan.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

	<u>2012</u>		<u>2011</u>
Investments, at fair value			
Mutual Funds:			
Units of large capital mutual funds:			
Dodge & Cox Stock Fund	\$ 3,485,251		\$ 3,335,390
Vanguard Growth Index	<u>1,064,683</u>		<u>820,343</u>
Total large capital mutual funds	<u>4,549,934</u>		<u>4,155,733</u>
Units of small/mid capital mutual funds:			
Artisan Mid Cap Fund	1,611,832		1,026,552
Lord Abbett Small-Cap Value Fund	1,792,487		1,715,891
Alger Small Cap Growth	1,422,378		1,351,559
Perkins Mid-Cap Value T Fund	<u>1,185,443</u>		<u>1,148,999</u>
Total small/mid capital funds	<u>6,012,140</u>		<u>5,243,001</u>
Units of international mutual fund:			
American Funds Europacific Growth Fund	<u>1,552,023</u>		<u>1,416,173</u>
Units of balanced mutual fund:			
Invesco Van Kampen Equity and Income Y Fund	<u>1,202,953</u>		<u>1,072,700</u>
Units of fixed income mutual fund:			
PIMCO Total Return Fund	<u>3,131,221</u>		<u>2,538,391</u>
Total mutual funds	<u>16,448,271</u>		<u>14,425,998</u>
Pooled separate funds:			
Units of target retirement funds:			
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Everett Smith Target Retirement 2015 Fund	6,043,409	*	6,029,400
Everett Smith Target Retirement 2020 Fund	11,860,362	*	11,004,565
Everett Smith Target Retirement 2025 Fund	17,238,318	*	15,915,713
Everett Smith Target Retirement 2030 Fund	11,074,934	*	9,177,134
Everett Smith Target Retirement 2035 Fund	7,235,076	*	6,938,492
Everett Smith Target Retirement 2040 Fund	5,744,054	*	4,645,818
Everett Smith Target Retirement 2045 Fund	1,302,704		997,786
Everett Smith Target Retirement 2050 Fund	<u>3,532,335</u>		<u>2,755,033</u>
Total target retirement funds	<u>69,506,814</u>		<u>62,565,997</u>
Common collective trust funds:			
Units of stable value funds:			
Wells Fargo Collective Stable Return Fund	10,204,320	*	9,915,250
Wells Fargo Collective S&P Index Fund	<u>1,271,357</u>		<u>1,240,985</u>
Total common collective trust funds	<u>11,475,677</u>		<u>11,156,235</u>
Participant loans	<u>892,839</u>		<u>684,637</u>
Total	<u>\$ 98,323,601</u>		<u>\$ 88,832,867</u>

Investments that represent 5% or more of the Plan's net assets are separately identified with an "*".

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) realized investment income (loss) as follows:

Net appreciation in fair value of investments	\$ 10,407,374
Interest and dividends	<u>480,040</u>
Net Investment Income	<u>\$ 10,887,414</u>

During the year ended December 31, 2012, the Plan's investments generated net appreciation in the fair value of investments as follows:

Mutual funds	\$ 1,780,792
Pooled separate funds	8,254,095
Common collective trust funds	<u>372,487</u>
Net appreciation in fair value of investments	<u>\$ 10,407,374</u>

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the financial statements.

NOTE 4 - Fair Value of Financial Instruments

The Plan follows GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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 fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access.
- Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.
 - 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.
- Level 3 - Unobservable inputs that are not corroborated by market data.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

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

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

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Pooled separate accounts: Valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is equal to the number of participant units owned under the contract in each pooled separate account times the unit value of the participation units. The unit values of participation units in the pooled separate accounts are estimated by the custodian based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of participation units outstanding. The underlying assets are either valued according with the quoted market prices for identical actively traded assets or the NAV of the unit investment trusts.

Target retirement funds: Valued at the net asset value of shares held by the Plan at year-end. The Everett Smith Group Target Retirement Funds are outside managed custom unitized portfolios. The funds are designed for investors who plan to retire and begin withdrawing money close to the projected target-retirement fund year, and who desire an asset-allocated portfolio that becomes conservative over time. The Everett Smith Group Target Retirement Funds seek their goal by investing in a combination of global bonds, global stocks and real assets. Real assets include real estate investment trusts, commodity futures and energy infrastructure partnerships. There are no unfunded commitments relating to these types of investments or significant restrictions on redemptions.

Common collective trust funds: Common collective trust funds that do not hold guaranteed investment contracts determine their fair value using the NAV of the fund. The NAV is determined by each fund's trustee using the fair value of the underlying securities within the fund at year-end. The fair value of common collective trust funds that include guaranteed investment contracts are determined based on the present value of future cash flows using the current discount rate. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contracted wrapper fee. Common collective trust funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

The common collective trust funds provides daily liquidity; therefore, the redemption frequency is immediate for the participant, with no redemption notice period. The funds do not have any unfunded commitments. The investment objectives of the common collective trust funds are as follows:

Wells Fargo Collective Stable Return Fund - Invests in investment contracts and security-backed contracts. The estimated fair value of the collective trust funds is net asset value, exclusive of the adjustment to contract value. The use of the net asset value as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. The fund seeks safety from principal and consistency of returns while attempting to maintain minimal volatility.

Wells Fargo Collective S&P Index Fund - The funds seeks to closely approximate the total return above that of the S&P 500 Index. The fund offers investors exposure to equity securities by implementing a replication strategy of the S&P 500 Index.

The plan sponsor is responsible for the determination of fair value. The plan sponsor has not historically adjusted the prices obtained from the pricing services. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The table below presents the balances of investments held by the Plan measured at fair value on a recurring basis by level within the hierarchy.

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,549,934	\$ 4,549,934	\$ -	\$ -
Small/mid capital mutual funds	6,012,140	6,012,140	-	-
International mutual fund	1,552,023	1,552,023	-	-
Balanced mutual fund	1,202,953	1,202,953	-	-
Fixed income mutual fund	<u>3,131,221</u>	<u>3,131,221</u>	-	-
Total mutual funds	<u>16,448,271</u>	<u>16,448,271</u>	-	-
Pooled separate funds:				
Target retirement funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Total pooled separate funds	<u>69,506,814</u>	-	<u>69,506,814</u>	-
Common collective trust ("CCT") funds:				
Stable value fund	10,204,320	-	10,204,320	-
Collective index fund	<u>1,271,357</u>	-	<u>1,271,357</u>	-
Total CCT funds	<u>11,475,677</u>	-	<u>11,475,677</u>	-
Total investments at fair value	<u>\$97,430,762</u>	<u>\$16,448,271</u>	<u>\$80,982,491</u>	<u>\$ -</u>

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Mutual funds:				
Large capital mutual funds	\$ 4,155,733	\$ 4,155,733	\$ -	\$ -
Small/mid capital mutual funds	5,243,001	5,243,001	-	-
International mutual fund	1,416,173	1,416,173	-	-
Balanced mutual fund	1,072,700	1,072,700	-	-
Fixed income mutual fund	2,538,391	2,538,391	-	-
Total mutual funds	<u>14,425,998</u>	<u>14,425,998</u>	<u>-</u>	<u>-</u>
Pooled separate funds:				
Target retirement funds	62,565,997	-	62,565,997	-
Total pooled separate funds	<u>62,565,997</u>	<u>-</u>	<u>62,565,997</u>	<u>-</u>
Common collective trust funds:				
Stable value fund	9,915,250	-	9,915,250	-
Collective index fund	1,240,985	-	1,240,985	-
Total CCT funds	<u>11,156,235</u>	<u>-</u>	<u>11,156,235</u>	<u>-</u>
Total investments at fair value	<u>\$88,148,230</u>	<u>\$14,425,998</u>	<u>\$73,722,232</u>	<u>\$ -</u>

NOTE 5 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2012 and 2011.

NOTE 6 - Parties In Interest

Certain Plan investments are units of common collective trust funds and units of pooled investment funds managed by the Trustee or the plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

NOTE 7 - Tax Status

The Internal Revenue Service ruled in a letter dated June 30, 2009 that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the Plan is not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The administrative committee is not aware of any events that have occurred that might adversely affect the Plan's qualified status.

EVERETT SMITH GROUP, LTD 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 7 - Tax Status (cont.)

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed in years prior to 2010.

NOTE 8 - Subsequent Events

The Plan has evaluated subsequent events through September 9, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

EVERETT SMITH GROUP, LTD 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Plan 002
EIN 39-1201792

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Dodge & Cox	Dodge & Cox Stock Fund	**	\$ 3,485,251
	Vanguard	Vanguard Growth Index	**	1,064,683
	Dodge & Cox	Artisan Mid Cap Fund	**	1,611,832
	Lord Abbett	Lord Abbett Small-Cap Value Fund	**	1,792,487
	Alger	Alger Small Cap Growth	**	1,422,378
	Perkins	Perkins Mid-Cap Value T Fund	**	1,185,443
	American	American Funds Europacific Growth Fund	**	1,552,023
	Invesco	Invesco Van Kampen Equity and Income Y Fund	**	1,202,953
	PIMCO	PIMCO Total Return Fund	**	3,131,221
		Everett Smith Group Target Retirement Date		
*	Wells Fargo	Fund	**	5,475,622
*	Wells Fargo	Everett Smith Group Target Retirement 2015	**	6,043,409
*	Wells Fargo	Everett Smith Group Target Retirement 2020	**	11,860,362
*	Wells Fargo	Everett Smith Group Target Retirement 2025	**	17,238,318
*	Wells Fargo	Everett Smith Group Target Retirement 2030	**	11,074,934
*	Wells Fargo	Everett Smith Group Target Retirement 2035	**	7,235,076
*	Wells Fargo	Everett Smith Group Target Retirement 2040	**	5,744,054
*	Wells Fargo	Everett Smith Group Target Retirement 2045	**	1,302,704
*	Wells Fargo	Everett Smith Group Target Retirement 2050	**	3,532,335
*	Wells Fargo	Wells Fargo Collective Stable Return Fund	**	10,204,320
*	Wells Fargo	Wells Fargo Collective S&P Index Fund	**	1,271,357
*	Various participant loans	Interest from 4.25% to 9.25%	-0-	<u>892,839</u>
				<u>\$ 98,323,601</u>

* Represents a party in interest

** Cost omitted for participant directed investments

This schedule has been prepared based on information certified as complete and accurate by Wells Fargo Bank, N.A., Trustee.