Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2012** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
NU HOLDING & AFFILIATES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 11/01/1988

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

NORMAN-SPENCER AGENCY, INC.

8075 WASHINGTON VILLAGE DRIVE
DAYTON, OH 45458

8075 WASHINGTON VILLAGE DRIVE
DAYTON, OH 45458

2b Employer Identification Number (EIN) 31-1407022

2c Sponsor's telephone number 937-432-1600

2d Business code (see instructions) 524210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	SANDRA WELKER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	SANDRA WELKER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

NORMAN-SPENCER AGENCY, INC.

8075 WASHINGTON VILLAGE DRIVE
DAYTON, OH 45458

3b Administrator's EIN
31-1407022

3c Administrator's telephone number
937-432-1600

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**	132
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**	107
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	129
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	130
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	96
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
NU HOLDING & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
NORMAN-SPENCER AGENCY, INC.

D Employer Identification Number (EIN)
31-1407022

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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(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)

FIDELITY INVESTMENTS INSTITUTIONAL

1250 S CAPITAL OF TEXAS HWY STE 600
WEST LAKE HLS, TX 78746

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	900	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP IDX Z - COLUMBIA MGT INV	P.O. BOX 8081 BOSTON, MA 02266-8081	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY MID CAP INDEX - DREYFUS TRANSF 13-2614959	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INV - PRINCIPAL SHAREHO P.O. BOX 804660 CHICAGO, IL 60680-4108	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS T - JANUS SERVICES L 43-1804048	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS MA INV TRUST R3 - MFS SERVICE C 04-2865649	0.50%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO COMM REL RET A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS EMERGING MKTS A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.55%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP SM CAP VAL ADV - T. ROWE PRICE 52-2269240	0.40%

(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)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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
NU HOLDING & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NORMAN-SPENCER AGENCY, INC.

D Employer Identification Number (EIN)
31-1407022

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
94-6751924-001	C	52659

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**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
NU HOLDING & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
NORMAN-SPENCER AGENCY, INC.

D Employer Identification Number (EIN)
31-1407022

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	26607	22666
(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)	121932	106646
(9) Value of interest in common/collective trusts	1c(9)	269149	52659
(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)	4046408	4830583
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	4464096	5012554
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4464096	5012554

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)		
(B) Participants	2a(1)(B)	357312	
(C) Others (including rollovers)	2a(1)(C)	85170	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		442482
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(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)	5805	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5807
(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)	141030	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		141030
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2614
(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)		439460
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1031393
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	477324	
(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)		477324
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		4696
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)	915	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		915
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		482935
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		548458
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: SKELLEY & COMANY CPA **(2)** EIN: 31-1449760

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 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.**	**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
NU HOLDING & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
NORMAN-SPENCER AGENCY, INC.

D Employer Identification Number (EIN)
31-1407022

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** 0

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): 04-6568107 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

NU HOLDINGS

& AFFILIATES 401(k) PLAN FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

SKELLEY & COMPANY
Certified Public Accountants

NU HOLDINGS PENSION PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012

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SKELLEY & COMPANY
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Plan Administrators
Nu Holdings & Affiliates 401(k) Plan
Dayton, Ohio

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Nu Holdings & Affiliates 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then ended 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 controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company (FMTC), the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. The plan administrator informed me that FMTC holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from FMTC as of, and for the year ended, December 31, 2012, that the information provided to the plan administrator by FMTC is complete and accurate.

6786 Loop Road
Centerville, OH 45459-2161

(937) 291-3100
Fax (937) 291-3170

Disclaimer of Opinion

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

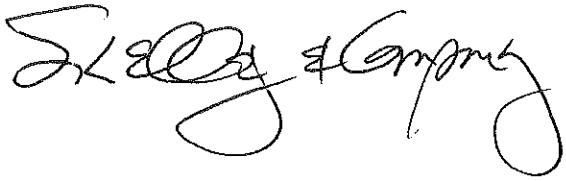
Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

The statement of net assets available for benefits for the year ended December 31, 2011 was compiled by me. I did not audit or review the statement and, accordingly, do not express an opinion or provide any assurance about whether the statement is in accordance with accounting principles generally accepted in the United States of America.

Report of the Form and Content in Compliance with DOL Rules and Regulations

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



Dayton, Ohio
September 25, 2013
EIN 31-1449760

NU HOLDINGS & AFFILIATES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012 (Audited)	2011 (Compiled)
ASSETS		
Investments in Registered Investment Companies:		
AllianzGI NFJ Dividend Value Fund Admin Cl - 20,524.27 and 19,083.24 shares in 2012 and 2011, respectively	$ 262,095	$ 219,457
Columbia Small Cap Index Fund Cl Z - 464.77 and 180.55 shares in 2012 and 2011, respectively	8,259	2,956
Dreyfus Mid Cap Index Fund - 730.91 and 273.07 shares in 2012 and 2011, respectively	21,145	7,078
Fidelity Contrafund - 6,753.87 and 7784.68 shares in 2012 and 2011, respectively	523,897	525,154
Fidelity Freedom 2000 - 278.80 and 730.15 shares in 2012 and 2011, respectively	3,449	8,674
Fidelity Freedom 2010 - 8,665.85 and 8,217.36 shares in 2012 and 2011, respectively	122,361	107,647
Fidelity Freedom 2015 - 47,210.13 and 45,202.18 shares in 2012 and 2011, respectively	557,552	494,060
Fidelity Freedom 2020 - 20,049.64 and 17,165.40 shares in 2012 and 2011, respectively	286,910	225,210
Fidelity Freedom 2025 - 26,122.37 and 23,744.48 shares in 2012 and 2011, respectively	312,162	256,678
Fidelity Freedom 2030 - 719.60 and 3,089.40 shares in 2012 and 2011, respectively	10,240	39,668
Fidelity Freedom 2035 - 22,768.50 and 18,771.76 shares in 2012 and 2011, respectively	269,351	198,042
Fidelity Freedom 2040 - 9,889.89 and 5,140.35 shares in 2012 and 2011, respectively	81,690	37,833
Fidelity Freedom 2045 - 14,301.66 and 9,785.08 shares in 2012 and 2011, respectively	139,870	85,032
Fidelity Freedom 2050 - 3,854.93 and 3,243.83 shares in 2012 and 2011, respectively	37,161	27,702
Fidelity Freedom Income - 82.36 and 58.34 shares in 2012 and 2011, respectively	965	656
Fidelity High Income - 0.14 and 0 shares in 2012 and 2011, respectively	1	-
Fidelity International Discovery - 0 and 1.97 shares in 2012 and 2011, respectively	-	54
Fidelity Leveraged Company Stock Fund - 271.59 and 272.28 shares in 2012 and 2011, respectively	8,751	6,837
Fidelity Low Priced Stock Fund - 9,167.81 and 8,643.46 shares in 2012 and 2011, respectively	362,129	308,831
Fidelity Retirement Money Market Fund - 22,666.34 and 26,607.40 shares in 2012 and 2011, respectively	22,666	26,607
Fidelity Small Cap Value Fund - 207.38 and 201.63 shares in 2012 and 2011, respectively	3,356	2,819
Fidelity Government Income Fund - 18,623.11 and 18,411.59 shares in 2012 and 2011, respectively	197,033	198,293
Harbor International Fund Investor Cl - 5,690.34 and 5,538.42 shares in 2012 and 2011, respectively	350,240	287,998
Janus Overseas Fund Class T - 1,213.10 and 1,242.87 shares in 2012 and 2011, respectively	41,476	39,051
MFS Massachusetts Investors Tr Cl R3 - 1.40 and 0.62 shares in 2012 and 2011, respectively	30	12
PIMCO Total Return Fund Admin Class - 31,202.92 and 28,156.38 shares in 2012 and 2011, respectively	350,721	306,060
RS Emerging Markets Fund Cl A - 3,251.18 and 2,552.48 shares in 2012 and 2011, respectively	77,638	53,934
Spartan 500 Index Fidelity Advantage - 8,238.61 and 0 shares in 2012 and 2011, respectively	415,967	-
Spartan 500 Index Fidelity Advantage - 0 and 6,718.89 shares in 2012 and 2011, respectively	-	298,923
Spartan Extended Market Index Fidelity Advantage - 3,909.95 and 0 shares in 2012 and 2011, respectively	156,046	-
Spartan Extended Market Index Fidelity Advantage - 0 and 3,677.45 shares in 2012 and 2011, respectively	-	130,402
Spartan International Index Fidelity Advantage - 115.95 and 0 shares in 2012 and 2011, respectively	3,975	-
Spartan International Index Fidelity Advantage - 0 and 64.52 shares in 2012 and 2011, respectively	-	1,920
T Rowe Price Small Cap Value Fund Advisor Cl - 5,809.67 and 5,118.97 shares in 2012 and 2011, respectively	226,113	175,427
Wells Fargo Stable Value Fund Cl M - 1,116.60 and 5,794.38 shares in 2012 and 2011, respectively	52,659	269,149
	4,905,908	4,342,164
Other assets:		
Participant Loan Receivables	106,646	121,932
Total assets	**5,012,554**	**4,464,096**
Total Liabilities	-	-
Net Assets Available for Benefits	**$ 5,012,554**	**$ 4,464,096**

See notes to financial statements.

NU HOLDINGS & AFFILIATES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS:	
Investment income:	
Net investment gain from mutual funds	$ 180,672
Unrealized appreciation in fair value of investments	408,239
	588,911
Employee Contributions	442,482
TOTAL ADDITIONS	1,031,393
DEDUCTIONS FROM NET ASSETS:	
Benefits paid to participants	482,020
Administrative expenses	915
TOTAL DEDUCTIONS	482,935
NET INCREASE	548,458
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	4,464,096
End of year	$ 5,012,554

See notes to financial statements.

NU HOLDINGS & AFFILIATES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the Nu Holdings & Affiliates ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering all full-time employees of the Company who have twelve months of service, are age twenty-one or older and have 1000 hours of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan assets are held in a Trust whose Trustee is Fidelity Management Trust Company (FMTC), a regulated and supervised trust company. The Trust has thirty-five mutual fund options available to participants.

Contributions – Each year, participants may elect to defer a maximum of 90% of their wages up to the maximum allowed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make matching or non-elective contributions at the discretion of its Board of Directors. The Company did not make a contribution in 2012.

Participant Accounts – Each participant's account is credited with the participant's contribution, the Company's contribution and an allocation of Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All participant accounts are self-directed.

Vesting – Participants are immediately vested in their contributions plus earnings. Vesting in the Company's contribution portion of their accounts plus earnings on this portion is based on years of continuous service. A participant is 100% vested after five years of credited service.

Payment of Benefits – On termination of service due to death, disability or retirement, a participant will receive a lump-sum or installment payments on a monthly or other periodic basis. If a participant dies before receiving all payments, the balance of the account will be paid to their beneficiary if the periodic payment option is selected.

If a participant's vested interest is $1,000 or less, it may be paid out in one lump sum.

Forfeited Accounts – Forfeited nonvested accounts will be used to reduce future employer contributions. If an employee returns to work before five consecutive one-year breaks in service, the participant may restore the forfeited portion of their account by repaying any payment received at termination. The balance in the forfeiture account was $1,306 at December 31, 2012.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Plan Expenses – The Company pays substantially all of the administrative expenses for the plan's operations.

Marketable securities and securities transactions – Marketable securities are carried at fair value determined by the Plan Trustee, (FMTC), based on their quoted market value. ASC Topic 820, *Fair Value Measurements and Disclosures*, establishes a consistent framework for measuring fair value and, with certain exceptions, this framework is generally applied to all financial statement items required to be measured at fair value. The standard requires fair value measurements to be classified and disclosed in one of the following three categories:

- *Level 1* – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- *Level 2* – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the assets or liability; and
- *Level 3* – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

Estimates – The preparation of financial statements requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments (Level 1) are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at yearend.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividends are recognized when received and included in the investment gains.

Subsequent Events – Subsequent events were evaluated through September 25, 2013, which is the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The December 31, 2011 and 2012 Statements of Net Assets Available for Benefits were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Income Security Act of 1974.

In addition to the investments shown in the Statements of Net Assets Available for Benefits, FMTC provided information regarding the change in value of those investments. The Plan's investments (including realized gains and losses on investments bought and sold), increased (decreased) during the year ended December 31, 2012 as follows:

NU HOLDINGS & AFFILIATES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS (continued)

AllianzGI NFJ Dividend Value Fund Admin Cl	$	42,638
Columbia Small Cap Index Fund Cl Z		5,303
Dreyfus Mid Cap Index Fund		14,067
Fidelity Contrafund		(1,257)
Fidelity Freedom 2000		(5,225)
Fidelity Freedom 2010		14,714
Fidelity Freedom 2015		63,492
Fidelity Freedom 2020		61,700
Fidelity Freedom 2025		55,484
Fidelity Freedom 2030		(29,428)
Fidelity Freedom 2035		71,309
Fidelity Freedom 2040		43,857
Fidelity Freedom 2045		54,838
Fidelity Freedom 2050		9,459
Fidelity Freedom Income		309
Fidelity High Income		1
Fidelity International Discovery		(54)
Fidelity Leveraged Company Stock Fund		1,914
Fidelity Low Priced Stock Fund		53,298
Fidelity Retirement Money Market Fund		(3,941)
Fidelity Small Cap Value Fund		537
Fidelity Government Income Fund		(1,260)
Harbor International Fund Investor Cl		62,242
Janus Overseas Fund Class T		2,425
MFS Massachusetts Investors Tr Cl A		18
PIMCO Total Return Fund Admin Class		44,661
RS Emerging Markets Fund Cl A		23,704
Spartan 500 Index Fidelity Advantage		415,967
Spartan 500 Index Fidelity Advantage		(298,923)
Spartan Extended Market Index Fidelity Advantage		156,046
Spartan Extended Market Index Fidelity Advantage		(130,402)
Spartan International Index Fidelity Advantage		3,975
Spartan International Index Fidelity Advantage		(1,920)
T Rowe Price Small Cap Value Fund Advisor Cl		50,686
Wells Fargo Stable Value Fund Cl M		(216,490)

NOTE D – PLAN TERMINATION

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

NOTE E - TAX STATUS

The Plan is a Fidelity Volume Submitter Plan designed in accordance with applicable sections of the Internal Revenue Code (IRC). Fidelity has received an advisory letter from the Internal Revenue Service evidencing the Plan is qualified.

NOTE F – RISKS AND UNCERTAINTIES

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

NOTE G – SUBSEQUENT EVENTS

In April 2013, the Plan was amended to revise the eligibility process. Beginning April 2013, all employees may participate from their first day of employment subject to meeting all other eligibility requirements.

SUPPLEMENTARY INFORMATION

NU HOLDINGS & AFFILIATES 401(k) PLAN

EIN: 31-1407022
PLAN NUMBER: 004

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

DECEMBER 31, 2012

(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
	AllianzGI NFJ Dividend Value Fund Admin Cl	20,524.27	Shares	$ 252,905	$ 262,095
	Columbia Small Cap Index Fund Cl Z	464.77	Shares	7,897	8,259
	Dreyfus Mid Cap Index Fund	730.91	Shares	20,770	21,145
	Fidelity Contrafund	6,753.87	Shares	477,326	523,897
	Fidelity Freedom 2000	278.80	Shares	3,396	3,449
	Fidelity Freedom 2010	8,665.85	Shares	97,403	122,361
	Fidelity Freedom 2015	47,210.13	Shares	424,996	557,552
	Fidelity Freedom 2020	20,049.64	Shares	225,591	286,910
	Fidelity Freedom 2025	26,122.37	Shares	242,557	312,162
	Fidelity Freedom 2030	719.60	Shares	9,950	10,240
	Fidelity Freedom 2035	22,768.50	Shares	209,509	269,351
	Fidelity Freedom 2040	9,889.89	Shares	75,023	81,690
	Fidelity Freedom 2045	14,301.66	Shares	121,653	139,870
	Fidelity Freedom 2050	3,854.93	Shares	30,638	37,161
	Fidelity Freedom Income	82.36	Shares	934	965
	Fidelity High Income	0.14	Shares	1	1
	Fidelity Leveraged Company Stock Fund	271.59	Shares	7,907	8,751
	Fidelity Low Priced Stock Fund	9,167.81	Shares	371,785	362,129
	Fidelity Retirement Money Market Fund	22,666.34	Shares	22,666	22,666
	Fidelity Small Cap Value Fund	207.38	Shares	3,241	3,356
	Fidelity Government Income Fund	18,623.11	Shares	197,264	197,033
	Harbor International Fund Investor Cl	5,690.34	Shares	353,974	350,240
	Janus Overseas Fund Class T	1,213.10	Shares	54,695	41,476
	MFS Massachusetts Investors Tr Cl R3	1.40	Shares	28	30
	PIMCO Total Return Fund Admin Class	31,202.92	Shares	344,659	350,721
	RS Emerging Markets Fund Cl A	3,251.18	Shares	81,529	77,638
	Spartan 500 Index Fidelity Advantage	8,238.61	Shares	428,095	415,967
	Spartan Extended Market Index Fidelity Advantage	3,909.95	Shares	160,858	156,046
	Spartan International Index Fidelity Advantage	115.95	Shares	3,921	3,975
	T Rowe Price Small Cap Value Fund Advisor Cl	5,809.67	Shares	215,188	226,113
	Wells Fargo Stable Value Fund Cl M	1,116.60	Shares	51,307	52,659
	See notes to Financial Statements			$ 4,497,669	$ 4,905,908

NU HOLDINGS

& AFFILIATES 401(k) PLAN FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

SKELLEY & COMPANY
Certified Public Accountants

NU HOLDINGS PENSION PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012

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SKELLEY & COMPANY
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Plan Administrators
Nu Holdings & Affiliates 401(k) Plan
Dayton, Ohio

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Nu Holdings & Affiliates 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then ended 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 controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company (FMTC), the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. The plan administrator informed me that FMTC holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from FMTC as of, and for the year ended, December 31, 2012, that the information provided to the plan administrator by FMTC is complete and accurate.

6786 Loop Road
Centerville, OH 45459-2161

(937) 291-3100
Fax (937) 291-3170

Disclaimer of Opinion

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

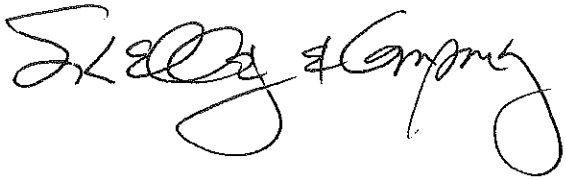
Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

The statement of net assets available for benefits for the year ended December 31, 2011 was compiled by me. I did not audit or review the statement and, accordingly, do not express an opinion or provide any assurance about whether the statement is in accordance with accounting principles generally accepted in the United States of America.

Report of the Form and Content in Compliance with DOL Rules and Regulations

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



Dayton, Ohio
September 25, 2013
EIN 31-1449760

NU HOLDINGS & AFFILIATES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012 (Audited)	2011 (Compiled)
ASSETS		
Investments in Registered Investment Companies:		
AllianzGI NFJ Dividend Value Fund Admin Cl - 20,524.27 and 19,083.24 shares in 2012 and 2011, respectively	$ 262,095	$ 219,457
Columbia Small Cap Index Fund Cl Z - 464.77 and 180.55 shares in 2012 and 2011, respectively	8,259	2,956
Dreyfus Mid Cap Index Fund - 730.91 and 273.07 shares in 2012 and 2011, respectively	21,145	7,078
Fidelity Contrafund - 6,753.87 and 7784.68 shares in 2012 and 2011, respectively	523,897	525,154
Fidelity Freedom 2000 - 278.80 and 730.15 shares in 2012 and 2011, respectively	3,449	8,674
Fidelity Freedom 2010 - 8,665.85 and 8,217.36 shares in 2012 and 2011, respectively	122,361	107,647
Fidelity Freedom 2015 - 47,210.13 and 45,202.18 shares in 2012 and 2011, respectively	557,552	494,060
Fidelity Freedom 2020 - 20,049.64 and 17,165.40 shares in 2012 and 2011, respectively	286,910	225,210
Fidelity Freedom 2025 - 26,122.37 and 23,744.48 shares in 2012 and 2011, respectively	312,162	256,678
Fidelity Freedom 2030 - 719.60 and 3,089.40 shares in 2012 and 2011, respectively	10,240	39,668
Fidelity Freedom 2035 - 22,768.50 and 18,771.76 shares in 2012 and 2011, respectively	269,351	198,042
Fidelity Freedom 2040 - 9,889.89 and 5,140.35 shares in 2012 and 2011, respectively	81,690	37,833
Fidelity Freedom 2045 - 14,301.66 and 9,785.08 shares in 2012 and 2011, respectively	139,870	85,032
Fidelity Freedom 2050 - 3,854.93 and 3,243.83 shares in 2012 and 2011, respectively	37,161	27,702
Fidelity Freedom Income - 82.36 and 58.34 shares in 2012 and 2011, respectively	965	656
Fidelity High Income - 0.14 and 0 shares in 2012 and 2011, respectively	1	-
Fidelity International Discovery - 0 and 1.97 shares in 2012 and 2011, respectively	-	54
Fidelity Leveraged Company Stock Fund - 271.59 and 272.28 shares in 2012 and 2011, respectively	8,751	6,837
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Spartan 500 Index Fidelity Advantage - 8,238.61 and 0 shares in 2012 and 2011, respectively	415,967	-
Spartan 500 Index Fidelity Advantage - 0 and 6,718.89 shares in 2012 and 2011, respectively	-	298,923
Spartan Extended Market Index Fidelity Advantage - 3,909.95 and 0 shares in 2012 and 2011, respectively	156,046	-
Spartan Extended Market Index Fidelity Advantage - 0 and 3,677.45 shares in 2012 and 2011, respectively	-	130,402
Spartan International Index Fidelity Advantage - 115.95 and 0 shares in 2012 and 2011, respectively	3,975	-
Spartan International Index Fidelity Advantage - 0 and 64.52 shares in 2012 and 2011, respectively	-	1,920
T Rowe Price Small Cap Value Fund Advisor Cl - 5,809.67 and 5,118.97 shares in 2012 and 2011, respectively	226,113	175,427
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	4,905,908	4,342,164
Other assets:		
Participant Loan Receivables	106,646	121,932
Total assets	**5,012,554**	**4,464,096**
Total Liabilities	-	-
Net Assets Available for Benefits	**$ 5,012,554**	**$ 4,464,096**

See notes to financial statements.

NU HOLDINGS & AFFILIATES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS:	
Investment income:	
Net investment gain from mutual funds	$ 180,672
Unrealized appreciation in fair value of investments	408,239
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Benefits paid to participants	482,020
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TOTAL DEDUCTIONS	482,935
NET INCREASE	548,458
NET ASSETS AVAILABLE FOR BENEFITS	
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End of year	$ 5,012,554

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NU HOLDINGS & AFFILIATES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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NOTE C - INVESTMENTS

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NU HOLDINGS & AFFILIATES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS (continued)

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Columbia Small Cap Index Fund Cl Z		5,303
Dreyfus Mid Cap Index Fund		14,067
Fidelity Contrafund		(1,257)
Fidelity Freedom 2000		(5,225)
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Fidelity Freedom 2035		71,309
Fidelity Freedom 2040		43,857
Fidelity Freedom 2045		54,838
Fidelity Freedom 2050		9,459
Fidelity Freedom Income		309
Fidelity High Income		1
Fidelity International Discovery		(54)
Fidelity Leveraged Company Stock Fund		1,914
Fidelity Low Priced Stock Fund		53,298
Fidelity Retirement Money Market Fund		(3,941)
Fidelity Small Cap Value Fund		537
Fidelity Government Income Fund		(1,260)
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MFS Massachusetts Investors Tr Cl A		18
PIMCO Total Return Fund Admin Class		44,661
RS Emerging Markets Fund Cl A		23,704
Spartan 500 Index Fidelity Advantage		415,967
Spartan 500 Index Fidelity Advantage		(298,923)
Spartan Extended Market Index Fidelity Advantage		156,046
Spartan Extended Market Index Fidelity Advantage		(130,402)
Spartan International Index Fidelity Advantage		3,975
Spartan International Index Fidelity Advantage		(1,920)
T Rowe Price Small Cap Value Fund Advisor Cl		50,686
Wells Fargo Stable Value Fund Cl M		(216,490)

NOTE D – PLAN TERMINATION

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

NOTE E - TAX STATUS

The Plan is a Fidelity Volume Submitter Plan designed in accordance with applicable sections of the Internal Revenue Code (IRC). Fidelity has received an advisory letter from the Internal Revenue Service evidencing the Plan is qualified.

NOTE F – RISKS AND UNCERTAINTIES

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

NOTE G – SUBSEQUENT EVENTS

In April 2013, the Plan was amended to revise the eligibility process. Beginning April 2013, all employees may participate from their first day of employment subject to meeting all other eligibility requirements.

SUPPLEMENTARY INFORMATION

NU HOLDINGS & AFFILIATES 401(k) PLAN

EIN: 31-1407022
PLAN NUMBER: 004

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

DECEMBER 31, 2012

(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
	AllianzGI NFJ Dividend Value Fund Admin Cl	20,524.27	Shares	$ 252,905	$ 262,095
	Columbia Small Cap Index Fund Cl Z	464.77	Shares	7,897	8,259
	Dreyfus Mid Cap Index Fund	730.91	Shares	20,770	21,145
	Fidelity Contrafund	6,753.87	Shares	477,326	523,897
	Fidelity Freedom 2000	278.80	Shares	3,396	3,449
	Fidelity Freedom 2010	8,665.85	Shares	97,403	122,361
	Fidelity Freedom 2015	47,210.13	Shares	424,996	557,552
	Fidelity Freedom 2020	20,049.64	Shares	225,591	286,910
	Fidelity Freedom 2025	26,122.37	Shares	242,557	312,162
	Fidelity Freedom 2030	719.60	Shares	9,950	10,240
	Fidelity Freedom 2035	22,768.50	Shares	209,509	269,351
	Fidelity Freedom 2040	9,889.89	Shares	75,023	81,690
	Fidelity Freedom 2045	14,301.66	Shares	121,653	139,870
	Fidelity Freedom 2050	3,854.93	Shares	30,638	37,161
	Fidelity Freedom Income	82.36	Shares	934	965
	Fidelity High Income	0.14	Shares	1	1
	Fidelity Leveraged Company Stock Fund	271.59	Shares	7,907	8,751
	Fidelity Low Priced Stock Fund	9,167.81	Shares	371,785	362,129
	Fidelity Retirement Money Market Fund	22,666.34	Shares	22,666	22,666
	Fidelity Small Cap Value Fund	207.38	Shares	3,241	3,356
	Fidelity Government Income Fund	18,623.11	Shares	197,264	197,033
	Harbor International Fund Investor Cl	5,690.34	Shares	353,974	350,240
	Janus Overseas Fund Class T	1,213.10	Shares	54,695	41,476
	MFS Massachusetts Investors Tr Cl R3	1.40	Shares	28	30
	PIMCO Total Return Fund Admin Class	31,202.92	Shares	344,659	350,721
	RS Emerging Markets Fund Cl A	3,251.18	Shares	81,529	77,638
	Spartan 500 Index Fidelity Advantage	8,238.61	Shares	428,095	415,967
	Spartan Extended Market Index Fidelity Advantage	3,909.95	Shares	160,858	156,046
	Spartan International Index Fidelity Advantage	115.95	Shares	3,921	3,975
	T Rowe Price Small Cap Value Fund Advisor Cl	5,809.67	Shares	215,188	226,113
	Wells Fargo Stable Value Fund Cl M	1,116.60	Shares	51,307	52,659
	See notes to Financial Statements			$ 4,497,669	$ 4,905,908