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

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
RUSNAK 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/2005

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

RUSNAK GROUP

PO BOX 70489
PASADENA, CA 91117

2b Employer Identification Number (EIN)
95-2860107

2c Sponsor's telephone number
626-449-2377

2d Business code (see instructions)
441110

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.	10/10/2013	JOHN BEED
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JOHN BEED
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	505
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**	413
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	70
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	487
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	487
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	443
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	31
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 2J 2F 2G 2K 3D 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
RUSNAK 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RUSNAK GROUP

D Employer Identification Number (EIN)
95-2860107

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

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	FL 52063	488	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
44340	0

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

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

JOSEPH C HALDER
205 E MEMORY LN
SANTA ANA, CA 92705

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
17923			3

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

SCOTT ERNEST JONES
205 E MEMORY LN
SANTA ANA, CA 92705

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
17923			3

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

GRANT DAVID FRASER
8383 WILSHIRE BLVD STE 60
BEVERLY HILLS, CA 90211

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
5556			3

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

JOSEPH HALDER
205 E MEMORY LN
SANTA ANA, CA 92705-6005

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
1586			3

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

SCOTT JONES
205 E MEMORY LN
SANTA ANA, CA 92705-6005

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
1352			3

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	11129098

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	2925300
c	Additions: (1) Contributions deposited during the year	7c(1)	1306667		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	105434		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	415496		
	▶ LN INT, LN PRIN, LOAN DEFAULT, ROLL				
	(6) Total additions			7c(6)	1827597
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4752897
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	243676		
	(2) Administration charge made by carrier	7e(2)	2088		
	(3) Transferred to separate account	7e(3)	1572339		
	(4) Other (specify below)	7e(4)	61124		
	▶ LN DISTRIB				
	(5) Total deductions			7e(5)	1879227
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2873670

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶
RUSNAK 401(K) PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
RUSNAK GROUP	95-2860107

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 67 68 72	CONTRACT ADMINISTRATOR	11274	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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER FOCUSED INTL BARING 02-0754273	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SEL BLUE CHIP GR III T.ROWE PRICE 02-0769953	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	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.
RETIRESMART 2010 03-0532456	BASIS POINTS * PLAN ASSETS

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.

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

A Name of plan
RUSNAK 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RUSNAK GROUP

D Employer Identification Number (EIN)
95-2860107

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: SIA-AC SEL SM CP GR

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-012	P	636403

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AG PREMIER MONEY MARKET

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-016	P	1

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AJ SEL LARGE CAP VAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-018	P	180059

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AK SELECT FUNDAMENTAL VAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-175	P	513067

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AX MM S & P 500 INDEX

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-028	P	588190

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C6 INTERNATIONAL BOND

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0342299-011	P	128991

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CH INTL GROWTH ADV

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-425	P	510812

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CI CORE GROWTH

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-411	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 403705

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FF PREMIER DISCOVERY VALUE

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-381	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FG PREMIER FOCUSED INTL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-386	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 313511

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HW GROWTH AMERICA

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-419	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 525013

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J4 RETIRESMART IN RETIREMENT

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-251	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9983

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J9 RETIRESMART 2010

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-255	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52916

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-JN BOND PORTFOLIO

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-437	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 313469

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-K4 RETIRESMART 2020

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-260	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 435987

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-K9 RETIRESMART 2030

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-264	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4252412

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KA SEL BLUE CHIP GR III

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-401	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 274531

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M4 RETIRESMART 2040

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-268	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 349426

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PH HIGH YIELD

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-421	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117560

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QJ MID CAP VALUE

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-111	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90013

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-RG MID CAP INDEX II

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-467	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 581096

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-RM GLB GRWTH TRST

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-367	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 245138

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TG SMALL CAP INDEX II

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-439	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 480948

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ZA SMALL COMPANY OPPORTUNITY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-038	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125864

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

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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 01/01/2012 and ending 12/31/2012

A Name of plan
RUSNAK 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RUSNAK GROUP

D Employer Identification Number (EIN)
95-2860107

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)		
(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)	573927	564429
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	9247063	11129098
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2925300	2873670
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(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	12746290	14567197
	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	12746290	14567197

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)	51552	
	(B) Participants	2a(1)(B)	1255115	
	(C) Others (including rollovers)	2a(1)(C)	65391	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1372058
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)	26596	
	(F) Other	2b(1)(F)	105434	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		132030
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1416292
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2920380
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1087114	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1087114
f Corrective distributions (see instructions)	2f		1087
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	11114	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	158	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11272
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1099473
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1820907
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: KHO & PATEL **(2)** EIN: 33-0381007

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		132338
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		750000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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.

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

A Name of plan
RUSNAK 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RUSNAK GROUP

D Employer Identification Number (EIN)
95-2860107

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): 04-1590850

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):

RUSNAK 401(k) PLAN
FINANCIAL STATEMENTS
December 31, 2012 and December 31, 2011
SUPPLEMENTAL INFORMATION
December 31, 2012

RUSNAK 401(k) PLAN
December 31, 2012 and December 31, 2011

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
RUSNAK 401(k) Plan
P.O. Box 70489
Pasadena, California 91117-7489

We were engaged to audit the financial statements of RUSNAK 401(k) Plan as of December 31, 2012 and December 31, 2011 and for the year ended December 31, 2012, and the supplemental schedules as of and for the year ended December 31, 2012 as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by State Street Bank and Trust, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KHO & PATEL

Kho & Patel

San Dimas, California
September 20, 2013

RUSNAK 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and December 31, 2011

	2012	2011
ASSETS		
Investments at fair value *(Notes B, C, D, E, and F)*:		
Pooled accounts	$ 11,129,098	$ 9,247,063
Guaranteed investment contract with insurance company	3,177,699	3,176,276
Total investments	14,306,797	12,423,339
Participants' notes receivable	564,429	573,927
Receivables:		
Employer contributions	0	41,953
Participant contributions	325	29,913
Total receivables	325	71,866
Total assets	14,871,551	13,069,132
LIABILITIES		
None	0	0
Net assets reflecting investments at fair value	14,871,551	13,069,132
Adjustment from fair value for fully benefit-responsive investment contract	(304,029)	(250,976)
Net assets available for benefits	$ 14,567,522	$ 12,818,156

The accompanying notes are an integral part of the financial statements

RUSNAK 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:	$ 1,416,292	
Interest	105,434	
Dividends	0	
	1,521,726	
Less investment expenses	0	
		$ 1,521,726
Interest income on participants' notes receivable		26,596
		1,548,322
Contributions:		
Employer	9,599	
Participants'	1,225,527	
Other/rollovers	65,391	
Total contributions		1,300,517
Total additions		2,848,839

DEDUCTIONS

Deductions from net assets attributed to:		
Benefits paid to participants	(1,088,201)	
Administrative expenses	(11,272)	
Total deductions		(1,099,473)
Net increase		1,749,366

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	12,818,156
End of year	$ 14,567,522

The accompanying notes are an integral part of the financial statements

RUSNAK 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and December 31, 2011

Note A – Description of the Plan

The following description of the RUSNAK 401(k) Plan ("the Plan") provides only general information. Participants should refer to the plan document and/or the Summary Plan Description for a more complete description of the Plan's provisions.

General

During the time period covered by these financial statements, the Plan was comprised of the following companies hereafter referred to as "the Company":

- PRM Corporation
- RUSNAK/Pasadena
- RUSNAK/Arcadia
- RUSNAK/Westlake
- RUSNAK/Westoaks
- RUSNAK Corporation
- RUSNAK/Pasadena Auto Outlet
- RUSNAK/Anaheim Hills

The Plan is a defined contribution plan established to provide retirement benefits for employees of the Company. The Plan was established with an effective date of December 3, 2007. On July 1, 2011 the Company opened RUSNAK/Pasadena Auto Outlet which also participates in the RUSNAK 401(k) Plan. On December 19, 2011 RUSNAK/Westoaks was dissolved and therefore no longer participates in the RUSNAK 401(k) Plan. On July 10, 2012 the Company opened RUSNAK/Anaheim Hills which also participates in the RUSNAK 401(k) Plan.

The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility and Participation

Employees become eligible to participate in the Plan following 90 days of service and attainment of age 21, as defined in the Plan Agreement. The Plan Entry Date is the first day of the month that is, or next follows, the date in which an employee satisfies the applicable eligibility requirements.

Contributions

Participant contributions consist of pre-tax elective deferrals and after-tax contributions. Participants may contribute pre-tax elective deferrals up to the dollar limitation contained in section 402(g) of the Internal Revenue Code in effect at the beginning of the year. Employer contributions include discretionary contributions and discretionary matching contributions. Contributions are subject to certain limitations.

Note A – Description of the Plan (continued)

Contributions (concluded)

Employer discretionary contributions are allocated to participants employed on the last day of the Plan year in the same ratio as each participant's eligible compensation bears to the total eligible compensation of all participants. Employer discretionary matching contributions made to the Plan are allocated as of the last day of the Plan year to the account of each participant who elects to have deferred cash contributions made under the Plan, and who is employed with the employer on the last day of the Plan year.

The maximum permissible amount that may be contributed to a participant's account each year shall not exceed the lesser of:

(1) The total of:

- The employee elective deferral, as prescribed by the Internal Revenue Code, currently at $17,000 for the year 2012 and $16,500 for the year 2011, plus
- The employee "catch-up" contribution for participants who are age 50 by the end of the Plan year, as prescribed by the Internal Revenue Code, currently at $5,500 for each of the years 2012 and 2011, plus
- Company matching contributions, plus
- Company discretionary profit sharing plan contributions, or

(2) The Defined Contribution Dollar Limit currently at $50,000 for year 2012 and $49,000 for the year 2011.

(3) 100% of a participant's annual gross compensation (not exceeding $250,000) for the year 2012 and 100% of a participant's annual gross compensation (not exceeding $245,000) for the year 2011.

Participant Accounts and Vesting

Each participant's account is credited with the participant's contributions, the employer's contributions and an allocation of the Plan's earnings, and charged with an allocation of investment expenses. The Plan's earnings and investment expenses are allocated according to participants' relative account balances in the investment options. Certain participant fees, if applicable, are also charged to participant accounts.

Participants' contributions are immediately 100% vested. Participant contributions and any gains pertaining to the participant contributions can be withdrawn at any time. The portion of the participant's account attributable to employer matching contributions and employer discretionary contributions are fully vested after completion of six years of service. Vesting is accrued as outlined in the Plan Agreement. Participants' accounts become fully vested in the event of death or total disability.

Note A – Description of the Plan (concluded)

Participant Accounts and Vesting (concluded)

The Plan permits transfers of funds through rollovers. A participant is 100% vested in the amount rolled over into the Plan at all times.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants who have elected to receive their benefits in installment payments, or elected to defer receipt of their benefits to a later date (Installment/Deferred). These participants share in the earnings of the investments.

Distributions to Participants

Benefits are recorded when paid.

If vested benefits credited to an individual participant's account at termination of employment do not exceed $5,000, distribution will be made as a lump sum unless an alternative form of payment or rollover is elected. If vested benefits exceed $5,000, distribution will be made as a life annuity, unless an alternative form of payment is elected.

Distributions may be deferred until the participant reaches the age of 70 ½ if the value of the distribution is not less than $5,000. However, the Plan agreement stipulates that distributions must commence no later than April 1 of the year following the year in which the participant reaches the age of 70 ½.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances, while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to pre-tax elective deferrals and may not include any earnings thereon.

Excess Contributions

Mass Mutual Retirement Services distributes excess contributions in accordance with IRC §401(m) and 401(k).

Forfeitures

Forfeitures are reallocated to the Plan for the payment of Plan expenses and then toward any employer contributions. At December 31, 2012 and 2011 forfeited non-vested accounts totaled $6,166 and $4,846, respectively.

Note B – Summary of Significant Accounting Policies

The following are the significant policies followed by the Plan.

Date of Management's Review

Subsequent events were evaluated through September 20, 2013, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Note B – Summary of Significant Accounting Policies (concluded)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

All significant expenses of maintaining the Plan are paid by the Company.

Note C – Investments

Significant Investments

The following investments at December 31, 2012 and 2011 represented more than 5% of the Plan's net assets as of January 1, 2012 and 2011 respectively:

General Investment Contract with Insurance Company (Contract Value)	**2012**	**2011**
Fixed Interest Account	$ 2,873,670	$ 3,176,276
Pooled Accounts		
RetireSMART 2030/Destination Retirement 2030	$ 4,252,412	$ 3,696,521

Net Appreciation/(Depreciation)

For the year ended December 31, 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:

Fair value as determined by quoted market prices, or by the bank:	
Pooled accounts	$ 1,416,292
Net appreciation in fair value of investments	$ 1,416,292

Note D - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedules were obtained from data that has been prepared and certified to as complete and accurate by the trustee.

State Street Bank and Trust, the Trustee of the Plan, has certified as to the completeness and accuracy of all investments reflected on the accompanying Statement of Net Assets Available for Benefits as of December 31, 2012, and 2011, all of the investment activity reflected on the Statement of Changes in Net Assets Available for Benefits for the period ended to December 31, 2012, and all investment information in the supplemental schedules, which is summarized as follows:

	2012	2011
Investments, at fair value	$ 14,306,797	$ 12,423,339
Adjustment to contract value for Income Fund	$ (304,029)	$ (250,976)
Interest and dividends	$ 132,030	$ 131,039
Net (depreciation)/appreciation in fair value of investments	$ 1,416,292	$ (394,240)

Note E – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Note E – Fair Value Measurements (continued)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded. Level 1 inputs are quoted prices in active markets for identical assets that the plan has the ability to access at the measurement date (for example, prices derived from NYSE, NASDAQ and the Chicago Board of Trade). If a Level 1 input is available for a particular investment, it typically must be used to value that investment.

Level 2 Fair Value Measurements

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Observable inputs are those that reflect the assumptions market participants would use in pricing the asset developed on market data obtained from sources independent of the Plan.

Level 3 Fair Value Measurements

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are those that reflect the plan's own assumptions about the assumptions that market participants would use in pricing the asset, developed based on the best information available in the circumstances.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements at Reporting Date Using:		
2012	Fair Value	Level 1	Level 2	Level 3
Pooled accounts	$ 11,129,098	$ 0	$ 11,129,098	$ 0
Guaranteed investment contract with insurance company	3,177,699	0	0	3,177,699
Total	$ 14,306,797	$ 0	$ 11,129,098	$ 3,177,699

Note E – Fair Value Measurements (concluded)

2011	Fair Value	Fair Value Measurements at Reporting Date Using: Level 1	Level 2	Level 3
Pooled accounts	$ 9,247,063	$ 0	$ 9,247,063	$ 0
Guaranteed insurance contract with insurance company	3,176,276	0	0	3,176,276
Total	$ 12,423,339	$ 0	$ 9,247,063	$ 3,176,276

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the guaranteed investment contract with insurance company for the years ended December 31, 2012 and 2011:

December 31, 2012

Beginning balance	$ 3,176,276
Realized gains (losses)	0
Unrealized gains (losses)	0
Income fund adjustment to contract value	53,054
Issuances and settlements	(51,631)
Total	$ 3,177,699

December 31, 2011

Beginning balance	$ 2,903,854
Realized gains (losses)	0
Unrealized gains (losses)	0
Income fund adjustment to contract value	92,828
Issuances and settlements	179,594
Total	$ 3,176,276

Gains (losses) included in changes in net assets available for benefits for the year ended December 31, 2012, are reported in net depreciation in fair value of investments.

The Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2012, there were no significant transfers into or out of Level 3.

Note F – Guaranteed Investment Contract with Insurance Company

In 2010, the plan entered into a benefit responsive guaranteed investment contract with Mass Mutual Retirement Services ("Mass Mutual"). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $3,177,699 and $3,176,276, respectively. The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than 3.95% for the period January 1, 2012 through May 31, 2012 and not less than 3.55% for the period June 1, 2012 through December 31, 2012. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include but may not be limited to the following: (1) the complete or partial termination of the Plan; (2) the establishment or activation of, or material change in, any Plan investment fund, or an amendment to the Plan or a change in the administration or operation of the Plan, including the removal of a group of employees from Plan coverage as a result of the sale or liquidation of a subsidiary or division or as a result of group layoffs or early retirement programs. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	**2012**	**2011**
Based on actual earnings	3.32%	3.54%
Based on interest rate credited to participants	3.32%	3.54%

Note G – Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the respective participant's interest, net of any termination fees, will become fully vested and will be distributed to each participant in accordance with the Master Plan.

Note H – Tax Status

The Plan has not received a determination letter on their adoption of the nonstandardized prototype plan. In accordance with Revenue Procedure 2002-6, the Plan administrator has chosen to rely on the current opinion letter dated April 23, 2002 that has been issued to the prototype. Once qualified, the Plan is required to operate in conformity with the Internal Revenue Code (the Code) to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Note I – Risks and Uncertainties

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

Note J – Reconciliation to Form 5500

Reconciliation of net assets available for benefits according to the financial statements to the Form 5500

	2012
Net assets available for benefits according to the financial statements	$ 14,567,522
Contributions receivable	(325)
Net assets according to Form 5500	$ 14,567,197

	2011
Net assets available for benefits according to the financial statements	$ 12,818,156
Contributions receivable	(71,866)
Net assets according to Form 5500	$ 12,746,290

Note J – Reconciliation to Form 5500 (concluded)

Reconciliation of contributions according to the financial statements to the Form 5500

	2012
Total contributions according to the financial statements	$ 1,300,517
Contributions receivable	(325)
Prior years' contributions received	71,866
Total contributions according to Form 5500	$ 1,372,058

	2011
Total contributions according to the financial statements	$ 1,243,623
Contributions receivable	(71,866)
Prior years' contributions received	113,573
Total contributions according to Form 5500	$ 1,285,330

RUSNAK 401(k) PLAN
SCHEDULE 1 - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
(Form 5500, Schedule H, Line 4i)
December 31, 2012
EIN # 95-2860107 IRS Plan # 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Guaranteed Investment Contract with Insurance Company				
	Fixed Interest Account	General Account	$ 2,873,670	$ 2,873,670
	Total guaranteed investment contract with insurance company		$ 2,873,670	$ 2,873,670
Pooled Accounts				
	Holding Account (U)	Pooled Investment	$ 0	$ 1
	RetireSMART 2010	Pooled Investment	42,812	52,916
	RetireSMART 2030	Pooled Investment	3,578,282	4,252,412
	RetireSMART 2040	Pooled Investment	298,489	349,427
	Growth America (American)	Pooled Investment	422,771	525,013
	Mid Cap Equity Index II (Northern)	Pooled Investment	453,520	581,096
	Growth Trust (Legg Mason)	Pooled Investment	203,564	245,138
	Sel Core Opportunities	Pooled Investment	246,651	274,531
	RetireSMART In Retirement	Pooled Investment	8,872	9,983
	Intl Growth (AllianceBrnstein)	Pooled Investment	463,741	510,812
	Premier Focused Intl (Baring)	Pooled Investment	324,862	313,511
	MM S&P 500 Index (Northern Trust)	Pooled Investment	487,932	588,190
	RetireSMART 2020	Pooled Investment	364,912	435,987
	Core Growth (Thornburg)	Pooled Investment	328,066	403,706
	Sel Large Cap Value (Columb/Huber)	Pooled Investment	155,635	180,059
	Small Cap Index II (Northern)	Pooled Investment	390,704	480,948
	Small Company Opportunity (Victory)	Pooled Investment	95,584	125,864
	Sel Fundmentl Val (Wellington)	Pooled Investment	403,722	513,067
	Sel SmCapGrthEq (W & R/ Wellington)	Pooled Investment	510,365	636,403
	High Yield (PIMCO)	Pooled Investment	94,644	117,560
	International Bond (OFI)	Pooled Investment	112,074	128,991
	Bond Portfolio (Calvert)	Pooled Investment	281,780	313,469
	Mid Cap Value (JP Morgan)	Pooled Investment	84,099	90,014

RUSNAK 401(k) PLAN
SCHEDULE 1 - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
(Form 5500, Schedule H, Line 4i)
December 31, 2012
EIN # 95-2860107 IRS Plan # 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Total pooled accounts		$ 9,353,081	$ 11,129,098
	Participants' Notes Receivable			
	Participants' Notes Receivable	4.25 - 9.25%	$ 0	$ 564,429
	Total participants' notes receivable		$ 0	$ 564,429
	Total assets held for investment purposes		$ 12,226,751	$ 14,567,197

RUSNAK 401(k) PLAN
SCHEDULE 2 - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Form 5500, Schedule H, Line 4a)
For the year ended December 31, 2012
EIN # 95-2860107 IRS Plan # 001

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51 *
$ 15,122	03/21/08	04/21/08	$ -	$ -	$ 15,122	$ -
$ 19,135	01/05/08	02/22/08	$ -	$ -	$ 19,135	$ -
$ 30,121	01/18/08	02/22/08	$ -	$ -	$ 30,121	$ -
$ 36,115	03/21/08	04/21/08	$ -	$ -	$ 36,115	$ -
$ 24,743	01/20/08	02/19/08	$ -	$ -	$ 24,743	$ -
$ 24,174	07/05/08	08/27/08	$ -	$ -	$ 24,174	$ -
$ 2,227	02/20/08	03/20/08	$ -	$ -	$ 2,227	$ -
$ 2,230	03/21/08	04/21/08	$ -	$ -	$ 2,230	$ -
$ 2,186	04/15/08	05/22/08	$ -	$ -	$ 2,186	$ -
$ 2,661	06/15/08	07/29/08	$ -	$ -	$ 2,661	$ -
$ 2,661	07/15/08	09/04/08	$ -	$ -	$ 2,661	$ -
$ 18,761	08/15/08	10/01/08	$ -	$ -	$ 18,761	$ -
$ 2,661	09/15/08	11/03/08	$ -	$ -	$ 2,661	$ -
$ 2,438	12/15/08	01/21/09	$ -	$ -	$ 2,438	$ -
$ 850	04/20/08	05/16/08	$ -	$ -	$ 850	$ -
$ 1,878	05/20/08	06/18/08	$ -	$ -	$ 1,878	$ -
$ 527	10/15/08	11/25/08	$ -	$ -	$ 527	$ -

RUSNAK 401(k) PLAN
SCHEDULE 2 - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Form 5500, Schedule H, Line 4a)
For the year ended December 31, 2012
EIN # 95-2860107 IRS Plan # 001

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51 *
$ 715	01/22/09	02/27/09	$ -	$ -	$ 715	$ -
$ 1,327	02/23/09	03/27/09	$ -	$ -	$ 1,327	$ -
$ 1,412	03/23/09	04/17/09	$ -	$ -	$ 1,412	$ -
$ 1,286	04/22/09	05/21/09	$ -	$ -	$ 1,286	$ -
$ 896	05/22/09	07/08/09	$ -	$ -	$ 896	$ -
$ 896	06/22/09	07/23/09	$ -	$ -	$ 896	$ -
$ 1,216	07/22/09	08/19/09	$ -	$ -	$ 1,216	$ -
$ 1,216	08/21/09	09/23/09	$ -	$ -	$ 1,216	$ -
$ 1,390	09/22/09	10/13/09	$ -	$ -	$ 1,390	$ -
$ 1,390	10/22/09	11/13/09	$ -	$ -	$ 1,390	$ -
$ 1,143	04/07/09	05/19/09	$ -	$ -	$ 1,143	$ -
$ 518	04/22/09	05/19/09	$ -	$ -	$ 518	$ -
$ 9,300	08/21/09	09/14/09	$ -	$ -	$ 9,300	$ -
$ 9,977	09/22/09	10/15/09	$ -	$ -	$ 9,977	$ -
$ 10,016	10/22/09	11/13/09	$ -	$ -	$ 10,016	$ -
$ 26,892	05/22/09	06/16/09	$ -	$ -	$ 26,892	$ -
$ 21,723	08/21/09	09/14/09	$ -	$ -	$ 21,723	$ -

RUSNAK 401(k) PLAN
SCHEDULE 2 - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Form 5500, Schedule H, Line 4a)
For the year ended December 31, 2012
EIN # 95-2860107 IRS Plan # 001

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51 *
$ 24,060	09/22/09	10/14/09	$ -	$ -	$ 24,060	$ -
$ 26,883	10/22/09	11/13/09	$ -	$ -	$ 26,883	$ -
$ 29,525	01/22/10	02/10/10	$ -	$ -	$ 29,525	$ -
$ 10,411	01/22/10	02/10/10	$ -	$ -	$ 10,411	$ -
$ 716	03/06/10	03/22/10	$ -	$ -	$ 716	$ -
$ 21,513	06/08/10	06/24/10	$ -	$ -	$ 21,513	$ -
$ 15,489	06/08/10	07/01/10	$ -	$ -	$ 15,489	$ -
$ 23,937	08/07/10	08/23/10	$ -	$ -	$ 23,937	$ -
$ 16,363	08/07/10	08/23/10	$ -	$ -	$ 16,363	$ -
$ 13,649	11/07/10	11/22/10	$ -	$ -	$ 13,649	$ -
$ 9,304	11/07/10	11/22/10	$ -	$ -	$ 9,304	$ -
$ 14,965	11/22/10	12/09/10	$ -	$ -	$ 14,965	$ -
$ 6,884	11/22/10	12/09/10	$ -	$ -	$ 6,884	$ -
$ 14,439	12/07/10	12/23/10	$ -	$ -	$ 14,439	$ -
$ 10,350	12/07/10	12/23/10	$ -	$ -	$ 10,350	$ -
$ 17,229	12/22/10	01/07/11	$ -	$ -	$ 17,229	$ -
$ 7,932	12/22/10	01/07/11	$ -	$ -	$ 7,932	$ -

RUSNAK 401(k) PLAN
SCHEDULE 2 - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Form 5500, Schedule H, Line 4a)
For the year ended December 31, 2012
EIN # 95-2860107 IRS Plan # 001

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51 *
$ 15,623	01/07/11	01/28/11	$ -	$ -	$ 15,623	$ -
$ 8,475	01/07/11	01/22/11	$ -	$ -	$ 8,475	$ -
$ 13,076	01/07/11	01/25/11	$ -	$	$ 13,076	$ -
$ 1,116	01/21/11	02/09/11	$ -	$	$ 1,116	$ -
$ 1,135	02/07/11	09/23/11	$ -	$	$ 1,135	$ -
$ 18,966	02/22/11	03/15/11	$ -	$	$ 18,966	$ -
$ 8,926	02/22/11	03/15/11	$ -	$	$ 8,926	$ -
$ 25,000	04/07/11	04/29/11	$ -	$	$ 25,000	$ -
$ 11,088	04/07/11	04/29/11	$ -	$	$ 11,088	$ -
$ 25,178	05/23/11	06/13/11	$ -	$	$ 25,178	$ -
$ 8,538	05/23/11	06/13/11	$ -	$	$ 8,538	$ -
$ 12,432	06/07/11	06/23/11	$ -	$	$ 12,432	$ -
$ 20,658	06/22/11	07/13/11	$ -	$	$ 20,658	$ -
$ 8,198	06/22/11	07/13/11	$ -	$	$ 8,198	$ -
$ 22,784	07/22/11	08/15/11	$ -	$	$ 22,784	$ -
$ 9,265	07/22/11	08/15/11	$ -	$	$ 9,265	$ -
$ 8,538	08/22/11	09/16/11	$ -	$	$ 8,538	$ -
$ 16,671	10/21/11	11/07/11	$ -	$	$ 16,671	$ -

RUSNAK 401(k) PLAN
SCHEDULE 2 - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Form 5500, Schedule H, Line 4a)
For the year ended December 31, 2012
EIN # 95-2860107 IRS Plan # 001

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51 *
$ 6,211	10/21/11	11/07/11	$ -	$	$ 6,211	$ -
$ 18,106	11/07/11	11/23/11	$ -	$	$ 18,106	$ -
$ 9,606	11/07/11	11/29/11	$ -	$	$ 9,606	$ -
$ 16,640	11/22/11	12/16/11	$ -	$	$ 16,640	$ -
$ 8,833	11/22/11	12/13/11	$ -	$	$ 8,833	$ -
$ 20,169	01/07/12	01/27/12	$ -	$	$ 20,169	$ -
$ 17,392	01/07/12	01/26/12	$ -	$	$ 17,392	$ -
$ 439	01/07/12	01/26/12	$ -	$	$ 439	$ -
$ 24,955	02/22/12	03/08/12	$ -	$	$ 24,955	$ -
$ 9,387	02/22/12	03/08/12	$ -	$	$ 9,387	$ -
$ 1,226	02/22/12	03/08/12	$ -	$	$ 1,226	$ -
$ 26,501	03/22/12	04/20/12	$ -	$	$ 26,501	$ -
$ 9,697	03/22/12	04/20/12	$ -	$	$ 9,697	$ -
$ 1,226	03/22/12	04/20/12	$ -	$	$ 1,226	$ -
$ 20,716	05/06/12	05/24/12	$ -	$	$ 20,716	$ -
$ 630	07/22/12	08/06/12	$ -	$	$ 630	$ -
$ 970,851			$ -	$ -	$ 970,851	$ -

* The Plan sponsor is in the process of determining the applicable interest in order to fully correct the late remittances

A Name of Plan	B Three-digit plan Number
RUSNAK 401(k) Plan	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
RUSNAK Group	952860107

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

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	2,873,670	2,873,670
*	MassMutual	Holding Account - SIA-AG	0	1
*	MassMutual	SIA-AC	510,365	636,403
*	MassMutual	SIA-AJ	155,635	180,059
*	MassMutual	SIA-AK	403,722	513,067
*	MassMutual	SIA-AX	487,932	588,190
*	MassMutual	SIA-C6	112,074	128,991
*	MassMutual	SIA-CH	453,741	510,812
*	MassMutual	SIA-CI	328,066	403,705
*	MassMutual	SIA-FF	0	0
*	MassMutual	SIA-FG	324,862	313,511
*	MassMutual	SIA-HW	422,771	525,013
*	MassMutual	SIA-J4	8,872	9,983
*	MassMutual	SIA-J9	42,812	52,916
*	MassMutual	SIA-JN	281,780	313,469
*	MassMutual	SIA-K4	364,912	435,987
*	MassMutual	SIA-K9	3,578,282	4,252,412
*	MassMutual	SIA-KA	246,651	274,531
*	MassMutual	SIA-M4	298,489	349,426
*	MassMutual	SIA-PH	94,644	117,560
*	MassMutual	SIA-QJ	84,099	90,013
*	MassMutual	SIA-RG	453,520	581,096
*	MassMutual	SIA-RM	203,564	245,138
*	MassMutual	SIA-TG	390,704	480,948
*	MassMutual	SIA-ZA	95,584	125,864
	Participant Loans	4.250000 - 9.250000	0	564,429

A Name of Plan	B Three-digit plan Number
RUSNAK 401(k) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
RUSNAK Group	**952860107**

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
AllianceBernstein	223298334		MassMutual provided the Plan with the required written disclosure for Management Fees received by AllianceBernstein with respect to the Intl Growth Adv (AllianceBrnstein) separate account (SIA-CH).
American Funds	520792143		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Calvert	521531869		MassMutual provided the Plan with the required written disclosure for Management Fees received by Calvert with respect to the Bond Portfolio (Calvert) - Class A separate account (SIA-JN).
JP Morgan	133963293		MassMutual provided the Plan with the required written disclosure for Management Fees received by JP Morgan with respect to the Mid Cap Value (JP Morgan) - Class A separate account (SIA-QJ).
Legg Mason	232797889		MassMutual provided the Plan with the required written disclosure for Management Fees received by Legg Mason with respect to the Glb Grwth Trst(Legg Mason Cp Mngmt) - Class F separate account (SIA-RM).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Premier Focused Intl (Baring) - Class A separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2010 - Class A separate account (SIA-J9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2020 - Class A separate account (SIA-K4).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2030 - Class A separate account (SIA-K9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2040 - Class A separate account (SIA-M4).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART In Retirement - Class A separate account (SIA-J4).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Large Cap Val (Columbia/Huber) - Class A separate account (SIA-AJ).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Fundamental Val

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		(Wellington) - Class A separate account (SIA-AK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Bond Portfolio (Calvert) - Class A separate account (SIA-JN).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Glb Grwth Trst(Legg Mason Cp Mngmt) - Class F separate account (SIA-RM).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the High Yield (PIMCO) - Class A separate account (SIA-PH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the International Bond (OFI) - Class A separate account (SIA-C6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Mid Cap Value (JP Morgan) - Class A separate account (SIA-QJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the MM S&P 500 Index (Northern Trust) - Class A separate account (SIA-AX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Premier Focused Intl (Baring) - Class A separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Premier Money Market (Babson) - Class A separate account (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the RetireSMART 2010 - Class A separate account (SIA-J9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the RetireSMART 2020 - Class A separate account (SIA-K4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the RetireSMART 2030 - Class A separate account (SIA-K9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the RetireSMART 2040 - Class A separate account (SIA-M4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the RetireSMART In Retirement - Class A separate account (SIA-J4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel Large Cap Val (Columbia/Huber) - Class A separate account (SIA-AJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Select Fundamental Val (Wellington) - Class A separate account (SIA-AK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Small Company Opportunity (Victory) - Class R

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		separate account (SIA-ZA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to MM S&P 500 Index (Northern Trust) - Class A (SIA-AX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Focused Intl (Baring) - Class A (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market (Babson) - Class A (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to SAGIC (52063).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Blue Chip Gr III (T.Rowe Price) - Class A (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Large Cap Val (Columbia/Huber) - Class A (SIA-AJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Select Fundamental Val (Wellington) - Class A (SIA-AK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (11 basis points * plan assets) with respect to the Premier Money Market (Babson) - Class A separate account (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (20 basis points * plan assets) with respect to the RetireSMART In Retirement - Class A separate account (SIA-J4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (22 basis points * plan assets) with respect to the RetireSMART 2010 - Class A separate account (SIA-J9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (22 basis points * plan assets) with respect to the RetireSMART 2040 - Class A separate account (SIA-M4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (23 basis points * plan assets) with respect to the RetireSMART 2020 - Class A separate account (SIA-K4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (23 basis points * plan assets) with respect to the RetireSMART 2030 - Class A separate account (SIA-K9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (32 basis points * plan assets) with respect to the Sel Large Cap Val (Columbia/Huber) - Class A separate account (SIA-AJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (33 basis points * plan assets) with respect to the MM S&P 500 Index (Northern Trust) - Class A separate account (SIA-AX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (40 basis points * plan assets) with respect to the Premier Focused Intl (Baring) - Class A separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (41 basis points * plan assets) with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (46 basis points * plan assets) with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (46 basis points * plan assets) with respect to the Select Fundamental Val (Wellington) - Class A separate account (SIA-AK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (10 basis points * plan assets) with respect to the RetireSMART 2020 - Class A separate account (SIA-K4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (10 basis points * plan assets) with respect to the RetireSMART 2030 - Class A separate account (SIA-K9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (12 basis points * plan assets) with respect to the RetireSMART 2040 - Class A separate account (SIA-M4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (12 basis points * plan assets) with respect to the RetireSMART In Retirement - Class A separate account (SIA-J4).

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Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (13 basis points * plan assets) with respect to the RetireSMART 2010 - Class A separate account (SIA-J9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the Glb Grwth Trst(Legg Mason Cp Mngmt) - Class F separate account (SIA-RM).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to the High Yield (PIMCO) - Class A separate account (SIA-PH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Intl Growth Adv (AllianceBrnstein) separate account (SIA-CH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Mid Cap Value (JP Morgan) - Class A separate account (SIA-QJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Small Company Opportunity (Victory) - Class R separate account (SIA-ZA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (30 basis points * plan assets) with respect to the Bond Portfolio (Calvert) - Class A separate account (SIA-JN).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the International Bond (OFI) - Class A separate account (SIA-C6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (40 basis points * plan assets) with respect to the Core Growth (Thornburg) - Class 5 separate account (SIA-CI).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (6 basis points * plan assets) with respect to the Mid Cap Index II (Northern) separate account (SIA-RG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (6 basis points * plan assets) with respect to the Small Cap Index II (Northern) separate account (SIA-TG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Wrap Fees of (50 basis points * plan assets) with respect to SAGIC (52063).
Northern Funds	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Northern Funds with respect to the Mid Cap Index II (Northern) separate account (SIA-RG).
Northern Funds	391882210	MassMutual provided the Plan with the required written disclosure for Management Fees received by Northern Funds with respect to the Small Cap Index II (Northern) separate account (SIA-TG).
Oppenheimer	841308320	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the International Bond (OFI) - Class A separate account (SIA-C6).
PIMCO Funds	330484500	MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to the High Yield (PIMCO) - Class A separate account (SIA-PH).
Thornburg	850474953	MassMutual provided the Plan with the required written disclosure for Management Fees received by Thornburg with respect to the Core Growth (Thornburg) - Class 5 separate account (SIA-CI).
Victory	311387259	MassMutual provided the Plan with the required written disclosure for Management Fees received by Victory with respect to the Small Company Opportunity (Victory) - Class R separate account (SIA-ZA).

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Schedule C Soft Dollar Compensation
Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.

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