

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SWETT & CRAWFORD 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>11/16/2005</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE SWETT & CRAWFORD GROUP, INC.</u> <u>3350 RIVERWOOD PARKWAY SE</u> <u>SUITE 1100</u> <u>ATLANTA, GA 30339</u>	2b Employer Identification Number (EIN) <u>95-2885109</u> 2c Sponsor's telephone number <u>770-813-7801</u> 2d Business code (see instructions) <u>524210</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	MICHAEL BAVELY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	MICHAEL BAVELY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 831
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	740
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	111
d Subtotal. Add lines 6a , 6b , and 6c	6d	851
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	852
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	655
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 SWETT & CRAWFORD 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE SWETT & CRAWFORD GROUP, INC.	D Employer Identification Number (EIN) 95-2885109	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

MARSHALL & ILSLEY TRUST CO NA

39-1186267

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 50 57 59 62 63 64	NONE	125892	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BMO HARRIS BANK NA

36-2085229

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 36 37 38 50 57 59 62 63 64	NONE	42228	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BDO USA, LLP

13-5381590

(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?
10	NONE	11070	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SWETT & CRAWFORD 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE SWETT & CRAWFORD GROUP, INC.</u>	D Employer Identification Number (EIN) <u>95-2885109</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: BMO GROWTH BALANCED FUND

b Name of sponsor of entity listed in (a): BMO HARRIS BANK NA

c EIN-PN <u>39-1795674-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8085491</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: BMO EB STABLE PRINCIPAL FUND

b Name of sponsor of entity listed in (a): BMO HARRIS BANK NA

c EIN-PN <u>39-6490536-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15881994</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 SWETT & CRAWFORD 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE SWETT & CRAWFORD GROUP, INC.	D Employer Identification Number (EIN) 95-2885109

Part I	Asset and Liability Statement
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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)	95633	112125
(2) Participant contributions	1b(2)	192248	239759
(3) Other.....	1b(3)	51929	44557
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)	869708	854248
(9) Value of interest in common/collective trusts.....	1c(9)	22712600	23967485
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	42335552	50961635
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	66257670	76179809

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	301762	388366
k Total liabilities (add all amounts in lines 1g through 1j)	1k	301762	388366

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	65955908	75791443
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	1487451	
(B) Participants	2a(1)(B)	4198393	
(C) Others (including rollovers)	2a(1)(C)	852215	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6538059
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)	38915	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		38915
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1093092	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1093092
(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)		1424375
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		5743513
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		14837954

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4796505	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4796505
f Corrective distributions (see instructions)	2f		24080
g Certain deemed distributions of participant loans (see instructions).....	2g		2632
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	11070	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	168132	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		179202
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5002419

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9835535
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **BDO USA, LLP**

(2) EIN: **13-5381590**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		2000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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 <u>SWETT & CRAWFORD 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE SWETT & CRAWFORD GROUP, INC.</u>	D Employer Identification Number (EIN) <u>95-2885109</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>39-6436442</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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Los Angeles, CA 90067

Independent Auditor's Report

To the Plan Administrator
Swett & Crawford 401(k) Retirement Plan
Atlanta, Georgia

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by BMO Retirement Services (formerly Marshall & Ilsley Trust Company), the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.



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Disclaimer of Opinion

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

Other Matter

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

Report on Form and Content in Compliance With DOL Rules and Regulations

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

BDO USA, LLP

October 3, 2013

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

DATE 12/31/2012

SPONSOR: The Swett & Crawford Group, Inc

EIN: 95-2885109

PLAN NUMBER: 001

NAME: Swett & Crawford 401(k) Retirement Plan

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	AMERICAN FUNDS	AMERICAN EUROPACIFIC GROWTH R5 #2516	**	5,163,259
	DIAMOND HILL FUNDS	DIAMOND HILL SMALL CAP FUND	**	1,375,781
	DODGE & COX FUNDS	DODGE & COX STK FD COM #145	**	7,417,444
	GOLDMAN SACHS FUNDS	GOLDMAN SACHS MID CAP VALUE FUND A	**	1,934,710
*	BMO FUNDS	BMO GROWTH BALANCED PORTFOLIO	**	8,085,491
*	BMO FUNDS	BMO EB STABLE PRINCIPAL FUND	**	15,881,994
	LOANS TO VARIOUS PARTICIPANTS	INTEREST RATE RANGE 4.25% TO 8.75%	**	854,248
	MORGAN STANLEY FUNDS	MORGAN STANLEY MID CAP GROWTH FUND	**	3,044,287
	PIMCO INSTITUTIONAL	PIMCO FDS TOTAL RETURN FD INST #35	**	8,942,430
	THOMBURG FUNDS	THOMBURG INTERNATIONAL VALUE FUND	**	705,740
	T. ROWE PRICE	T ROWE PRICE GROWTH STK FD INC COM	**	3,948,398
	VANGUARD FUNDS	VANGUARD INSTITUTIONAL INDEX	**	7,995,347
	VANGUARD FUNDS	VANGUARD REIT INDEX FUND- SIG #1355	**	5,000,271
	VANGUARD FUNDS	VANGUARD SMALL CAP GRWTH IDX FD #861	**	2,231,810
	WELLS FARGO	TARGET 2010 FUND CL I	**	64,718
	WELLS FARGO	TARGET 2015 FUND CL I	**	828,632
	WELLS FARGO	TARGET 2020 FUND CL I	**	430,643
	WELLS FARGO	TARGET 2025 FUND CL I	**	200,825
	WELLS FARGO	TARGET 2030 FUND CL I	**	357,445
	WELLS FARGO	TARGET 2035 FUND CL I	**	311,834
	WELLS FARGO	TARGET 2040 FUND CL I	**	462,985
	WELLS FARGO	TARGET 2045 FUND CL I	**	101,571
	WELLS FARGO	TARGET 2050 FUND CL I	**	221,916
	WELLS FARGO	TARGET TODAY FUND CL I	**	221,589

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed accounts

**Swett & Crawford
401(k) Retirement Plan**

**Financial Statements and
Supplemental Schedule**

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



The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S.
member of BDO International Limited, a UK company limited by
guarantee.



Swett & Crawford 401(k) Retirement Plan

Financial Statements and Supplemental Schedule

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

Swett & Crawford 401(k) Retirement Plan

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Supplemental Schedule

Schedule of Assets (Held at End of Year) - December 31, 2012	18-19
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Note: Schedules other than that listed above have been omitted because they are not applicable or are not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Financial Statements

Swett & Crawford 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Investments, at fair value	\$ 75,344,438	\$ 65,384,141
Receivables:		
Notes receivable from participants	854,248	869,708
Accrued interest income	44,557	51,929
Participant contributions	239,759	192,248
Employer contributions	112,125	95,633
Total receivables	\$ 1,250,689	\$ 1,209,518
Liabilities		
Payable to Broker	\$ 388,366	\$ 301,762
Excess contribution payable	23,306	36,021
Distribution payable	-	5,600
Total liabilities	411,672	343,383
Net assets available for benefits at fair value	76,183,455	66,250,276
Adjustment from fair value to contract value for fully benefit responsive investment contracts (common collective trust - BMO Employee Benefit Stable Principal Funds)	(415,318)	(335,989)
Net assets available for benefits	\$ 75,768,137	\$ 65,914,287

See accompanying notes to financial statements.

Swett & Crawford 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	<i>2012</i>
Additions	
Contributions:	
Participant	\$ 4,198,393
Employer	1,487,451
Rollovers	852,215
Total contributions	6,538,059
Net investment income:	
Net appreciation in fair value of mutual funds	6,705,393
Dividend income from mutual funds	1,068,882
Interest income from common collective trusts	333,736
Miscellaneous income	152,969
Net investment income	8,260,980
Interest income from notes receivable from participants	38,915
Total additions	14,837,954
Distributions	
Benefits paid to participants	4,793,538
Corrective distribution	11,364
Administration expenses	179,202
Total distributions	4,984,104
Net increase	9,853,850
Net assets available for benefits, beginning of year	65,914,287
Net assets available for benefits, end of year	\$ 75,768,137

See accompanying notes to financial statements.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

1. Plan Description

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

General

The Plan is a defined contribution plan covering all employees of Swett & Crawford (the "Company") except for non-resident aliens and leased employees. Participants must have one month of service and then they are eligible to enroll the first day of the following month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective September 1, 2012, the trustee and record keeper of the Plan, Marshall & Ilsley Trust Company, changed its name to BMO Retirement Services. The Plan is administered by the Company's Benefits and Investment Committee.

Contributions

Participants may contribute up to 25 percent of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twelve mutual funds and two common collective trusts as investment options for participants. The Company, at its discretion, may make matching contributions. During 2012, the Company match was 50 percent of the first 6 percent of eligible compensation that a participant contributed to the Plan. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, any Company contributions, and an allocation of Plan earnings and expenses. Allocations are based on the participant's account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts is based on years of continuous service. A participant's account is 20 percent vested after year one, 40 percent vested after year two, 60 percent vested after year three, 80 percent vested after year four, and 100 percent vested after five years of credited service.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from one to five years, or one to fifteen years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1 percent. Interest rates on loans outstanding as of December 31, 2012 range from 4.25 percent to 8.75 percent and mature through October 2024. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, retirement or separation from service, a participant may elect to receive their benefits as either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or in the form of installments. Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with provisions specified in the Plan.

Forfeitures

Forfeitures of the non-vested portion of participant accounts are used to pay plan expenses first, and then to reduce future Company contributions. During the year ended December 31, 2012, total forfeitures of \$38,720 were used to pay plan expenses and no forfeitures were used to offset Company contributions. The forfeiture balance as of December 31, 2012 and 2011 was \$47,612 and \$25,037, respectively.

Administrative Expenses

Administrative expenses of the Plan are generally paid by the Company as allowed by the service agreement, except for participant-directed transaction expenses. Participant-directed transaction expenses (e.g., participant loan origination and distribution fees) and third party plan administration service fees are borne by plan participants and included on the accompanying Statement of Changes in Net Assets Available for Benefits as administrative expenses. Certain administrative functions are performed by officers or employees of the Company. No officer or employee receives compensation from the Plan.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

Common Collective Trust Holding Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined-contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in the common collective trust held by the Plan. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined-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 Plan invests in investment contracts through two common collective trusts. The Statements of Net Assets Available for Plan Benefits present the fair value of the investment in the Common Collective Trust - BMO Employee Benefit Stable Principal Funds (formerly M&I Stable Principal Funds), as well as the related adjustment of the investment in the common collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Plan Benefits is presented on a contract value basis.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the common collective trust at contract value. The crediting interest rate to participants was 2.46 percent and 2.65 percent at December 31, 2012 and 2011, respectively. The average yield for the year ended December 31, 2012 was 2.41 percent.

The common collective trust owns traditional and synthetic GIC contracts with various crediting rate formulas. Fixed rate traditional GIC contracts have no reset and are deemed to remain at par. Monthly reset traditional GIC contracts are credited off of one month LIBOR rate and a rolling twelve month Consumer Price Index. These contracts are reset monthly at a spread to their index. Contracts are deemed to be par. Monthly reset synthetic GIC contracts are credited off the internal rate of return, dollar duration, and dollar weighted duration of an underlying portfolio. The monthly reset contracts are maintained at contract value. The underlying portfolios are priced at market value. As rates rise, the market value falls versus contract value. Crediting rates will rise with a lag due to reinvestment. As rates fall, the market value will rise versus the contract value. Crediting rates will fall with a lag due to reinvestment.

Certain extraordinary events limit the ability of the Plan to transact at contract value with the issuer. Such events may include Plan sponsor layoffs, bankruptcy or sale of a line of business. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probably of occurring.

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of the ASU did not have an effect on the Plan's financial statements.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on the trade dates. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan's Trustee certified the contract value of the Common Collective Trust - BMO Employee Benefit Stable Principal Funds as of December 31, 2012 and 2011 (see Note 5). The fair value of such investment at December 31, 2012 and 2011 was \$16,297,312 and \$15,694,328, respectively. The fair value has been estimated by management in the absence of readily determinable fair values. Management's estimates are based on audited and other financial information of the BMO Employee Benefit Stable Principal Funds as provided by the Trustee. Auditing procedures were performed on the adjustment from fair value to contract value of (\$415,318) and (\$335,989) as of December 31, 2012 and 2011, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets and liabilities. Actual results could materially differ from those estimates.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

Notes Receivable from Participants

Notes receivable from participants are measured at the unpaid principal balance plus unpaid accrued interest. The Plan classifies all notes receivable from participants with no payments received for 6 months as in default. Defaulted notes receivable from participants are deemed distributed and recorded as benefits paid to participants in the Statement of Changes in Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

Concentration of Market Risk

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 participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan invests in financial instruments that invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

3. Investments

The fair value of individual investments that represent five percent or more of the Plan's net assets are as follows:

<i>December 31,</i>	<i>2012</i>	<i>2011</i>
Common Collective Trusts:		
BMO Employee Benefit Stable Principal Funds	\$ 16,297,312	\$ 15,694,328
BMO Growth Balanced Fund	8,085,491	7,354,261
Mutual Funds:		
PIMCO Total Return Fund	8,942,430	8,205,370
Vanguard Institutional Fund	7,995,347	6,749,755
Dodge & Cox Stock Fund	7,417,444	5,877,036
American Europacific Fund	5,163,259	4,337,552
Vanguard REIT Index Fund	5,000,271	3,483,607
T. Rowe Price Growth Stock Fund	3,948,398	*

* Represents less than 5% of the Plan's net assets.

4. Fair Value Measurements

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

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

Basis of Fair Value Measurement

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The valuation methodologies discussed in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level within the fair value hierarchy the Plan investment assets at fair value as of December 31, 2012:

	<i>Investment Assets at Fair Value as of December 31, 2012</i>			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 24,382,803	\$ -	\$ 24,382,803
Mutual Funds:				
Fixed Income Funds	8,942,430	-	-	8,942,430
Large Cap Funds	19,361,189	-	-	19,361,189
Mid Cap Funds	9,979,268	-	-	9,979,268
Small Cap Funds	3,607,591	-	-	3,607,591
International Equity Fund	5,163,259	-	-	5,163,259
Life Cycle Funds	3,907,898	-	-	3,907,898
Total investments at fair value	\$ 50,961,635	\$ 24,382,803	\$ -	\$ 75,344,438

The following table sets forth by level within the fair value hierarchy the Plan investment assets at fair value as of December 31, 2011:

	<i>Investment Assets at Fair Value as of December 31, 2011</i>			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 23,048,589	\$ -	\$ 23,048,589
Mutual Funds:				
Fixed Income Funds	8,205,370	-	-	8,205,370
Large Cap Funds	15,717,247	-	-	15,717,247
Mid Cap Funds	8,159,685	-	-	8,159,685
Small Cap Funds	3,022,629	-	-	3,022,629
International Equity Fund	4,337,552	-	-	4,337,552
Life Cycle Funds	2,893,069	-	-	2,893,069
Total investments at fair value	\$ 42,335,552	\$ 23,048,589	\$ -	\$ 65,384,141

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

The Plan's investments in mutual funds are valued at quoted market prices from active markets, and are classified as Level 1. Also, the Plan invests in common collective trusts for which the fair values are based on the values of the underlying investments. Since the common collective trusts are not traded on an active market, as defined by ASC 820, the investments in the common collective trusts are classified as Level 2. Common collective trusts include investments in the BMO I Employee Benefit Stable Principal Fund and BMO Growth Balanced Fund.

The fair value of participation units held in the common collective trusts are based on net asset value ("NAV") after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts. At December 31, 2012, the Plan had no unfunded commitments related to these investments. The redemption of these investments is subject to the preference of individual Plan participants and contains no restrictions on the timing of redemption.

Fair values for the investments within the common collective trusts are based on quoted prices in active markets and securities valued using either observable inputs or quotations from inactive markets. The Plan is permitted to redeem investment units at NAV on the measurement date.

5. Information Certified by the Plan's Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee, BMO Retirement Services (formerly Marshall & Ilsley Trust Company), has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

<i>December 31,</i>	2012	2011
Payable to Broker	\$ (388,366)	\$ (301,762)
BMO Employee Benefit Stable Principal Funds*	15,881,994	15,358,339
BMO Growth Balanced Fund	8,085,491	7,354,261
Mutual funds	50,961,635	42,335,552
Notes receivable from participants	854,248	869,708

* At contract value

<i>Year ended December 31,</i>	2012
Net appreciation in fair value of mutual funds	\$ 6,705,393
Dividend income from mutual funds	1,068,882
Interest income from common collective trusts	333,736
Miscellaneous income	152,969
Interest income from notes receivable from participants	38,915

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

6. Related Party Transactions

Certain Plan investments are shares of mutual funds and common collective trusts, which were investments managed by BMO Retirement Services (formerly Marshall & Ilsley Trust Company), the trustee of the Plan, and accordingly, the related fees paid to BMO Retirement Services qualify as party-in-interest transactions.

7. Excess Contribution Payable

Excess contributions payable represent amounts owed to participants who made excess contributions based on the compliance testing performed by the Plan's record keeper. The excess contributions payable balance as of December 31, 2012 was returned by the Plan to the participants in February 2013.

8. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of the Form 5500:

	2012	2011
Net assets available for benefits per financial statements	\$ 75,768,137	\$ 65,914,287
Accrual of participant distributions payable	-	5,600
Accrual of corrective distributions payable	23,306	36,021
Net assets available for the benefits per Schedule H of the Form 5500	\$ 75,791,443	\$ 65,955,908

The following is a reconciliation of the net change in net assets available for benefits per the year ended December 31, 2012:

	2012
Net change in net assets available for benefits per financial statements	\$ 9,853,850
Net change in accrual of participant distributions payable	(5,600)
Net change in accrual of corrective distributions payable	(12,715)
Net change in net assets available for benefits per Schedule H of the Form 5500	\$ 9,835,535

9. Tax Status

The Internal Revenue Service ruled on November 11, 2001 that the Non-Standardized Prototype for BMO Retirement Services (formerly Marshall & Ilsley Trust Company) (the prototype plan upon which the Plan is based) qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and the related trust is, therefore, not subject to tax under present income tax law.

Swett & Crawford 401(k) Retirement Plan

Notes to Financial Statements

The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator is not aware of any amendment, course of action, or series of events that have occurred that might adversely affect the Plan's qualified status. Therefore, no provision for income taxes has been recorded.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

10. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

11. Subsequent Events

Management has evaluated subsequent events through October 3, 2013, the date the financial statements were available to be issued and has determined that there were no material events requiring recognition or disclosure.

Supplemental Schedule

Swett & Crawford 401(k) Retirement Plan

Schedule of Assets (Held at End of Year) - December 31, 2012

Employee Identification Number: 95-2885109

Plan Number: 001

Form Number: 5500

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Date	(d) Cost **	(e) Current Value
<i>Common Collective Trusts</i>				
*	BMO Funds	BMO Employee Benefit Stable Principal Funds		\$ 15,881,994
*	BMO Funds	BMO Growth Balanced Fund		8,085,491
<i>Total Common Collective Trusts:</i>				23,967,485
<i>Mutual Funds</i>				
*	PIMCO Total Return Fund	795,590 shares		8,942,430
*	Dodge & Cox Stock Fund	60,849 shares		7,417,444
*	Vanguard Institutional Fund	61,258 shares		7,995,347
*	American Europacific Fund	125,383 shares		5,163,259
*	Morgan Stanley Mid Cap Growth Fund	87,631 shares		3,044,287
*	Vanguard REIT Index Fund	200,895 shares		5,000,271
*	T. Rowe Price Growth Stock Fund	104,510 shares		3,948,398
*	Vanguard Small Cap Growth Stock Fund	71,304 shares		2,231,810
*	Goldman Sachs Mid Cap Value Fund	49,242 shares		1,934,710
*	Thornburg International Value Fund	25,169 shares		705,740
*	Diamond Hill Small Cap Fund	55,142 shares		1,375,781
*	Wells Fargo Advantage Dow Jones Target 2010 Fund	4,837 shares		64,718
*	Wells Fargo Advantage Dow Jones Target 2015 Fund	82,698 shares		828,632
*	Wells Fargo Advantage Dow Jones Target 2020 Fund	29,700 shares		430,643
*	Wells Fargo Advantage Dow Jones Target 2025 Fund	20,704 shares		200,825
*	Wells Fargo Advantage Dow Jones Target 2030 Fund	23,877 shares		357,445
*	Wells Fargo Advantage Dow Jones Target 2035 Fund	32,517 shares		311,834
*	Wells Fargo Advantage Dow Jones Target 2040 Fund	28,111 shares		462,985
*	Wells Fargo Advantage Dow Jones Target 2045 Fund	10,482 shares		101,571
*	Wells Fargo Advantage Dow Jones Target 2050 Fund	23,965 shares		221,916
*	Wells Fargo Advantage Dow Jones Target Today Fund	19,999 shares		221,589
<i>Total Mutual Funds:</i>				50,961,635

Swett & Crawford 401(k) Retirement Plan

Schedule of Assets (Held at End of Year) - December 31, 2012 (Continued)

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Date	(d) Cost **	(e) Current Value
	<i>Notes Receivables</i>			
*	Participant Loans	Collateralized by participant accounts, maturing from 2013 to 2024 and bearing interest rates ranging between 4.25 percent and 8.75 percent		854,248
				\$ 75,783,367

* Party in interest as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.

The above information, excluding the BMO Employee Benefit Stable Principal Funds, has been certified by BMO Retirement Services (formerly Marshall & Ilsley Trust Company), the Trustee, as complete and accurate.