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
ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1996

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

ILLINOIS MUTUAL LIFE INSURANCE CO.

300 S.W. ADAMS STREET
PEORIA, IL 61634-0001

2b Employer Identification Number (EIN)
37-0344290

2c Sponsor's telephone number
309-674-8255

2d Business code (see instructions)
524140

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.	10/11/2013	SHELLEY PETERSON - PREPARER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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**	311
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**	257
b	Retired or separated participants receiving benefits	**6b**	8
c	Other retired or separated participants entitled to future benefits	**6c**	39
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	304
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	304
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	199
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service 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
ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ILLINOIS MUTUAL LIFE INSURANCE CO.

D Employer Identification Number (EIN)
37-0344290

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

DIMENSIONAL FUND ADVISORS LP
6300 BEE CAVE ROAD
BUILDING ONE
AUSTIN, TX 78746

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

PIMCO FUNDS
840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660

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

THE VANGUARD GROUP
INVESTOR INFORMATION DEPARTMENT
PO BOX 2600
VALLEY FORGE, PA 19482-2600

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

WELLS FARGO ADVANTAGE FUNDS
PO BOX 8266
BOSTON, MA 02266-8266

(b) Enter name and EIN or address of person who provided you disclosures 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)

MCGLADREY, INC.

41-1944416

(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?
27	ADVISOR	28415	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

VERSIGHT, INC.

27-2037969

(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 37 38 57 60 63 64	RECORDKEEPER	3050	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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 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
ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ILLINOIS MUTUAL LIFE INSURANCE CO.

D Employer Identification Number (EIN)
37-0344290

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	450	32103
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	19390	20332
(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)	432402	376432
(9) Value of interest in common/collective trusts	1c(9)		
(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)	9391990	10285232
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9844232	10714099
Liabilities			
g Benefit claims payable	1g		136
h Operating payables	1h	450	600
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	450	736
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9843782	10713363

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)	285338	
(B) Participants	2a(1)(B)	542512	
(C) Others (including rollovers)	2a(1)(C)	47576	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		875426
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)	18164	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18164
(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)	200687	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		200687
(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)		
(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)		976699
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2070976
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1169930	
(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)		1169930
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	3050	
(3) Investment advisory and management fees	2i(3)	28415	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		31465
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1201395
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		869581
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: GINOLI & COMPANY LTD **(2)** EIN: 37-1106622

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
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
ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ILLINOIS MUTUAL LIFE INSURANCE CO.

D Employer Identification Number (EIN)
37-0344290

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): 27-3169253

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):

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
Peoria, Illinois

Report on Examination

December 31, 2012 and 2011

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

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GINOLI & COMPANY LTD Certified Public Accountants and Business Consultants

7625 N. University, Suite A, Peoria Illinois 61614-8303 / 309 671-2350
Morton Line: 309 266-5923 / Telefax: 309 671-5459 / email@ginolicpa.com / www.ginolicpa.com

Independent Auditor's Report

Board of Trustees
Illinois Mutual 401(K) Retirement Savings Plan
Peoria, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of Illinois Mutual 401(K) Retirement Savings Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits, for the years then ended, and the related notes to 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 our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly in all material respects, the net assets available for benefits of Illinois Mutual 401(K) Retirement Savings Plan as of December 31, 2012 and 2011, and the results of its changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at year-end and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and directly relates to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying and other accounting records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Ginoli & Company Ltd

GINOLI & COMPANY LTD
Certified Public Accountants

Peoria, Illinois
October 10, 2013

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 32,103	$ 450
Investments	10,285,232	9,391,990
Participant loans	376,432	432,402
Contributions receivable	20,332	19,390
TOTAL ASSETS	$ 10,714,099	$ 9,844,232
LIABILITIES	$ 736	$ 450
NET ASSETS AVAILABLE FOR BENEFITS	$ 10,713,363	$ 9,843,782

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

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 976,698	$ (270,326)
Interest	18,164	16,993
Dividends/Capital gain distributions	200,687	194,583
Contributions:		
Participants'	542,512	603,945
Employer's	285,338	322,805
Rollovers	47,576	35,106
TOTAL ADDITIONS	$ 2,070,975	$ 903,106
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	$ 1,169,930	$ 2,663,001
Administrative fees	3,050	4,050
Professional fees	28,414	27,312
TOTAL DEDUCTIONS	$ 1,201,394	$ 2,694,363
NET INCREASE (DECREASE)	$ 869,581	$ (1,791,257)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	9,843,782	11,635,039
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 10,713,363	$ 9,843,782

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

NOTE 1: PLAN DESCRIPTION

The following description of the Illinois Mutual ("Company") 401(k) Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was implemented effective January 1, 1996.

A. GENERAL - The Plan is a defined contribution plan covering all employees of the Company who are over 18 years of age. Full-time employees are eligible to enroll immediately and may do so at the next scheduled enrollment date following their date of hire. Non full-time employees must have completed one year of service in order to be eligible to make contributions to the Plan. No employee is eligible for employer contributions until one year of service has been completed. One year of service is defined as a 12-month period in which the employee works at least 1,000 hours for the Company.

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

Effective January 1, 2011, the Plan became a safe harbor 401(K) plan. Illinois Mutual began making non-elective contributions equaling 3% of employee compensation, beginning with the first payroll period of 2011.

Administrative costs, which totaled $35,179 in 2012 and $39,600 in 2011, are absorbed by the Company. Administrative expenses pertaining to employee loans are paid by the Plan.

B. CONTRIBUTIONS - Each year participants may contribute pretax annual compensation, as defined in the Plan, up to amounts identified by annual IRS limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes contributions to match 100% of the first $1,000 of eligible participant elective salary deferrals. Additional amounts may be contributed at the option of the Company. The Plan currently offers thirteen mutual funds as investment options for participants.

C. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. VESTING - Participants are immediately vested in their contributions, actual earnings thereon, and Employer contributions.

(Continued)

NOTE 1: PLAN DESCRIPTION – continued

E. PARTICIPANT LOANS - Participants may borrow from their fund accounts an amount up to 50% of their account balance, with a minimum loan of $1,000 and a maximum loan of $50,000. Loan terms range from 1-5 years or up to 15 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 commensurate with local prevailing rates as determined by the Plan Advisory Committee. During 2012 and 2011, this interest rate was 4.25%. Principal and interest are paid ratably through payroll deductions. $146,762 and $322,519 in loans were made to participants during 2012 and 2011, respectively. The amount of participant loans outstanding at December 31, 2012 and 2011 were $367,432 and $432,402. None of the loans were delinquent at December 31, 2012 or December 31, 2011.

F. PAYMENT OF BENEFITS - On termination of service, a participant with an account balance exceeding $5,000 may elect to receive either (a) a lump sum amount, (b) installment payments over a specified period of time, not exceeding the participant's life expectancy or joint life expectancy of the participant and the designated beneficiary, (c) part lump sum and part installments, or, (d) the participant may opt to leave their funds in the Plan until retirement, or (e) they may elect to rollover their account balance into another tax-deferred account. Participants with account balances of between $1,000 and $5,000 may elect option (a) or (e). Participants with account balances not exceeding $1,000 are paid out as a lump sum upon termination of service.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting -

The financial statements of the Plan are prepared using the accrual method of accounting.

B. Estimates –

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

C. Investment Valuation and Income Recognition -

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. 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.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

D. Payment of Benefits -

Benefits are recorded when paid.

NOTE 3: 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.

NOTE 4: FAIR VALUE MEASUREMENTS

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

		Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets	Significant Unobservable Inputs
December 31, 2012	Fair Value	(Level 1)	(Level 3)
Mutual funds	$10,285,232	$10,285,232	$ -
December 31, 2011			
Mutual funds	$ 9,391,990	$ 9,391,990	$ -

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:

(Continued)

NOTE 4: FAIR VALUE MEASUREMENTS-continued

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on 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. No Level 2 inputs are available to the Plan, and Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

Per Accounting Standards Update 2010-25, participant loans are no longer considered a Level 3 investment; they are considered a note receivable. Therefore, participant loans are no longer included in the fair value measurements.

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated May 8, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The latest amendment to the Plan was approved by the Internal Revenue Service in a letter dated July 16, 2010. The tax returns for the Plan for the years ended December 31, 2010, 2011, and 2012 are open for review by the Internal Revenue Service.

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$10,713,363	$9,843,782
Net assets available for benefits per Form 5500	$10,713,363	$9,843,782

(Continued)

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Benefits paid to participants per the financial statements	$1,169,930	$2,663,001
Benefits paid to participants per Form 5500	$1,169,930	$2,663,001

NOTE 7: INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	2012	2011
DFA US Large Cap Value III	$ 1,204,054	$ 1,040,248
Vanguard Growth Index	1,836,257	1,899,738
DFA Large Cap International Portfolio	675,039	*
Vanguard Small Cap Growth	662,939	651,674
Vanguard Total International Stock	*	586,271
PIMCO Total Return	1,857,488	1,750,912
Wells Fargo Stable Value	2,188,510	2,144,194

*Investment did not represent 5% or more of the Plan's net assets in the year indicated.

NOTE 8: SUBSEQUENT EVENTS

Subsequent events were evaluated through the report issuance date of October 10, 2013.

No events, other than the ones detailed above, transpired which required disclosure.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	DFA U.S. Targeted Value Portfolio Institutional	Mutual Fund	N/A	$ 300,171
No	DFA Real Estate Securities Portfolio Institutional	Mutual Fund	N/A	157,101
No	DFA U.S. Large Cap Value III Portfolio	Mutual Fund	N/A	1,204,054
No	Vanguard Growth Index Fund Signal Shares	Mutual Fund	N/A	-
No	Vanguard Growth Index Fund Investor	Mutual Fund	N/A	1,836,257
No	Vanguard Small Capitalization Growth Index	Mutual Fund	N/A	662,939
No	DFA Emerging Markets Core Equity Portfolio Institutional	Mutual Fund	N/A	243,146
No	DFA International Small Company Portfolio Institutional	Mutual Fund	N/A	310,098
No	DFA Large Cap International Portfolio Institutional	Mutual Fund	N/A	675,039
No	Vanguard Total International Stock Index	Mutual Fund	N/A	483,139
No	PIMCO Total Return Institutional	Mutual Fund	N/A	1,857,488
No	PIMCO Real Return Institutional	Mutual Fund	N/A	174,993

(Continued)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	Wells Fargo Stable Value	Mutual Fund	N/A	$ 2,188,510
No	PIMCO CommodityRealReturn Strategy Institutional	Mutual Fund	N/A	192,298
No	Mid-Atlantic Cash Account		N/A	32,103
			Total	$ 10,317,336

Plan is a participant directed individual account plan; therefore, no cost data is required to be presented.

(Concluded)

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 ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1996

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

300 S.W. ADAMS STREET

PEORIA IL 61634-0001

2b Employer Identification Number (EIN) 37-0344290

2c Sponsor's telephone number (309) 674-8255

2d Business code (see instructions) 524140

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	Erin K. Callahan **Signature of plan administrator**	10-10-13 Date	Erin K. Callahan Enter name of individual signing as plan administrator
SIGN HERE	Erin K. Callahan **Signature of employer/plan sponsor**	10-10-13 Date	Erin K. Callahan 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)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
Peoria, Illinois

Report on Examination

December 31, 2012 and 2011

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

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GINOLI & COMPANY LTD Certified Public Accountants and Business Consultants

7625 N. University, Suite A, Peoria Illinois 61614-8303 / 309 671-2350
Morton Line: 309 266-5923 / Telefax: 309 671-5459 / email@ginolicpa.com / www.ginolicpa.com

Independent Auditor's Report

Board of Trustees
Illinois Mutual 401(K) Retirement Savings Plan
Peoria, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of Illinois Mutual 401(K) Retirement Savings Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits, for the years then ended, and the related notes to 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 our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly in all material respects, the net assets available for benefits of Illinois Mutual 401(K) Retirement Savings Plan as of December 31, 2012 and 2011, and the results of its changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at year-end and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and directly relates to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying and other accounting records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Ginoli & Company Ltd

GINOLI & COMPANY LTD
Certified Public Accountants

Peoria, Illinois
October 10, 2013

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 32,103	$ 450
Investments	10,285,232	9,391,990
Participant loans	376,432	432,402
Contributions receivable	20,332	19,390
TOTAL ASSETS	$ 10,714,099	$ 9,844,232
LIABILITIES	$ 736	$ 450
NET ASSETS AVAILABLE FOR BENEFITS	$ 10,713,363	$ 9,843,782

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

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 976,698	$ (270,326)
Interest	18,164	16,993
Dividends/Capital gain distributions	200,687	194,583
Contributions:		
Participants'	542,512	603,945
Employer's	285,338	322,805
Rollovers	47,576	35,106
TOTAL ADDITIONS	$ 2,070,975	$ 903,106
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	$ 1,169,930	$ 2,663,001
Administrative fees	3,050	4,050
Professional fees	28,414	27,312
TOTAL DEDUCTIONS	$ 1,201,394	$ 2,694,363
NET INCREASE (DECREASE)	$ 869,581	$ (1,791,257)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	9,843,782	11,635,039
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 10,713,363	$ 9,843,782

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

NOTE 1: PLAN DESCRIPTION

The following description of the Illinois Mutual ("Company") 401(k) Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was implemented effective January 1, 1996.

A. GENERAL - The Plan is a defined contribution plan covering all employees of the Company who are over 18 years of age. Full-time employees are eligible to enroll immediately and may do so at the next scheduled enrollment date following their date of hire. Non full-time employees must have completed one year of service in order to be eligible to make contributions to the Plan. No employee is eligible for employer contributions until one year of service has been completed. One year of service is defined as a 12-month period in which the employee works at least 1,000 hours for the Company.

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

Effective January 1, 2011, the Plan became a safe harbor 401(K) plan. Illinois Mutual began making non-elective contributions equaling 3% of employee compensation, beginning with the first payroll period of 2011.

Administrative costs, which totaled $35,179 in 2012 and $39,600 in 2011, are absorbed by the Company. Administrative expenses pertaining to employee loans are paid by the Plan.

B. CONTRIBUTIONS - Each year participants may contribute pretax annual compensation, as defined in the Plan, up to amounts identified by annual IRS limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes contributions to match 100% of the first $1,000 of eligible participant elective salary deferrals. Additional amounts may be contributed at the option of the Company. The Plan currently offers thirteen mutual funds as investment options for participants.

C. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. VESTING - Participants are immediately vested in their contributions, actual earnings thereon, and Employer contributions.

(Continued)

NOTE 1: PLAN DESCRIPTION – continued

E. PARTICIPANT LOANS - Participants may borrow from their fund accounts an amount up to 50% of their account balance, with a minimum loan of $1,000 and a maximum loan of $50,000. Loan terms range from 1-5 years or up to 15 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 commensurate with local prevailing rates as determined by the Plan Advisory Committee. During 2012 and 2011, this interest rate was 4.25%. Principal and interest are paid ratably through payroll deductions. $146,762 and $322,519 in loans were made to participants during 2012 and 2011, respectively. The amount of participant loans outstanding at December 31, 2012 and 2011 were $367,432 and $432,402. None of the loans were delinquent at December 31, 2012 or December 31, 2011.

F. PAYMENT OF BENEFITS - On termination of service, a participant with an account balance exceeding $5,000 may elect to receive either (a) a lump sum amount, (b) installment payments over a specified period of time, not exceeding the participant's life expectancy or joint life expectancy of the participant and the designated beneficiary, (c) part lump sum and part installments, or, (d) the participant may opt to leave their funds in the Plan until retirement, or (e) they may elect to rollover their account balance into another tax-deferred account. Participants with account balances of between $1,000 and $5,000 may elect option (a) or (e). Participants with account balances not exceeding $1,000 are paid out as a lump sum upon termination of service.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting -

The financial statements of the Plan are prepared using the accrual method of accounting.

B. Estimates –

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

C. Investment Valuation and Income Recognition -

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. 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.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

D. Payment of Benefits -

Benefits are recorded when paid.

NOTE 3: 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.

NOTE 4: FAIR VALUE MEASUREMENTS

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

		Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets	Significant Unobservable Inputs
December 31, 2012	Fair Value	(Level 1)	(Level 3)
Mutual funds	$10,285,232	$10,285,232	$ -
December 31, 2011			
Mutual funds	$ 9,391,990	$ 9,391,990	$ -

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:

(Continued)

NOTE 4: FAIR VALUE MEASUREMENTS-continued

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on 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. No Level 2 inputs are available to the Plan, and Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

Per Accounting Standards Update 2010-25, participant loans are no longer considered a Level 3 investment; they are considered a note receivable. Therefore, participant loans are no longer included in the fair value measurements.

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated May 8, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The latest amendment to the Plan was approved by the Internal Revenue Service in a letter dated July 16, 2010. The tax returns for the Plan for the years ended December 31, 2010, 2011, and 2012 are open for review by the Internal Revenue Service.

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$10,713,363	$9,843,782
Net assets available for benefits per Form 5500	$10,713,363	$9,843,782

(Continued)

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Benefits paid to participants per the financial statements	$1,169,930	$2,663,001
Benefits paid to participants per Form 5500	$1,169,930	$2,663,001

NOTE 7: INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	2012	2011
DFA US Large Cap Value III	$ 1,204,054	$ 1,040,248
Vanguard Growth Index	1,836,257	1,899,738
DFA Large Cap International Portfolio	675,039	*
Vanguard Small Cap Growth	662,939	651,674
Vanguard Total International Stock	*	586,271
PIMCO Total Return	1,857,488	1,750,912
Wells Fargo Stable Value	2,188,510	2,144,194

*Investment did not represent 5% or more of the Plan's net assets in the year indicated.

NOTE 8: SUBSEQUENT EVENTS

Subsequent events were evaluated through the report issuance date of October 10, 2013.

No events, other than the ones detailed above, transpired which required disclosure.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	DFA U.S. Targeted Value Portfolio Institutional	Mutual Fund	N/A	$ 300,171
No	DFA Real Estate Securities Portfolio Institutional	Mutual Fund	N/A	157,101
No	DFA U.S. Large Cap Value III Portfolio	Mutual Fund	N/A	1,204,054
No	Vanguard Growth Index Fund Signal Shares	Mutual Fund	N/A	-
No	Vanguard Growth Index Fund Investor	Mutual Fund	N/A	1,836,257
No	Vanguard Small Capitalization Growth Index	Mutual Fund	N/A	662,939
No	DFA Emerging Markets Core Equity Portfolio Institutional	Mutual Fund	N/A	243,146
No	DFA International Small Company Portfolio Institutional	Mutual Fund	N/A	310,098
No	DFA Large Cap International Portfolio Institutional	Mutual Fund	N/A	675,039
No	Vanguard Total International Stock Index	Mutual Fund	N/A	483,139
No	PIMCO Total Return Institutional	Mutual Fund	N/A	1,857,488
No	PIMCO Real Return Institutional	Mutual Fund	N/A	174,993

(Continued)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	Wells Fargo Stable Value	Mutual Fund	N/A	$ 2,188,510
No	PIMCO CommodityRealReturn Strategy Institutional	Mutual Fund	N/A	192,298
No	Mid-Atlantic Cash Account		N/A	32,103
			Total	$ 10,317,336

Plan is a participant directed individual account plan; therefore, no cost data is required to be presented.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
Peoria, Illinois

Report on Examination

December 31, 2012 and 2011

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

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Independent Auditor's Report

Board of Trustees
Illinois Mutual 401(K) Retirement Savings Plan
Peoria, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of Illinois Mutual 401(K) Retirement Savings Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits, for the years then ended, and the related notes to 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 our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly in all material respects, the net assets available for benefits of Illinois Mutual 401(K) Retirement Savings Plan as of December 31, 2012 and 2011, and the results of its changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at year-end and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and directly relates to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying and other accounting records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Ginoli & Company Ltd

GINOLI & COMPANY LTD
Certified Public Accountants

Peoria, Illinois
October 10, 2013

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 32,103	$ 450
Investments	10,285,232	9,391,990
Participant loans	376,432	432,402
Contributions receivable	20,332	19,390
TOTAL ASSETS	$ 10,714,099	$ 9,844,232
LIABILITIES	$ 736	$ 450
NET ASSETS AVAILABLE FOR BENEFITS	$ 10,713,363	$ 9,843,782

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

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 976,698	$ (270,326)
Interest	18,164	16,993
Dividends/Capital gain distributions	200,687	194,583
Contributions:		
Participants'	542,512	603,945
Employer's	285,338	322,805
Rollovers	47,576	35,106
TOTAL ADDITIONS	$ 2,070,975	$ 903,106
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	$ 1,169,930	$ 2,663,001
Administrative fees	3,050	4,050
Professional fees	28,414	27,312
TOTAL DEDUCTIONS	$ 1,201,394	$ 2,694,363
NET INCREASE (DECREASE)	$ 869,581	$ (1,791,257)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	9,843,782	11,635,039
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 10,713,363	$ 9,843,782

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

NOTE 1: PLAN DESCRIPTION

The following description of the Illinois Mutual ("Company") 401(k) Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was implemented effective January 1, 1996.

A. GENERAL - The Plan is a defined contribution plan covering all employees of the Company who are over 18 years of age. Full-time employees are eligible to enroll immediately and may do so at the next scheduled enrollment date following their date of hire. Non full-time employees must have completed one year of service in order to be eligible to make contributions to the Plan. No employee is eligible for employer contributions until one year of service has been completed. One year of service is defined as a 12-month period in which the employee works at least 1,000 hours for the Company.

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

Effective January 1, 2011, the Plan became a safe harbor 401(K) plan. Illinois Mutual began making non-elective contributions equaling 3% of employee compensation, beginning with the first payroll period of 2011.

Administrative costs, which totaled $35,179 in 2012 and $39,600 in 2011, are absorbed by the Company. Administrative expenses pertaining to employee loans are paid by the Plan.

B. CONTRIBUTIONS - Each year participants may contribute pretax annual compensation, as defined in the Plan, up to amounts identified by annual IRS limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes contributions to match 100% of the first $1,000 of eligible participant elective salary deferrals. Additional amounts may be contributed at the option of the Company. The Plan currently offers thirteen mutual funds as investment options for participants.

C. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. VESTING - Participants are immediately vested in their contributions, actual earnings thereon, and Employer contributions.

(Continued)

NOTE 1: PLAN DESCRIPTION – continued

E. PARTICIPANT LOANS - Participants may borrow from their fund accounts an amount up to 50% of their account balance, with a minimum loan of $1,000 and a maximum loan of $50,000. Loan terms range from 1-5 years or up to 15 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 commensurate with local prevailing rates as determined by the Plan Advisory Committee. During 2012 and 2011, this interest rate was 4.25%. Principal and interest are paid ratably through payroll deductions. $146,762 and $322,519 in loans were made to participants during 2012 and 2011, respectively. The amount of participant loans outstanding at December 31, 2012 and 2011 were $367,432 and $432,402. None of the loans were delinquent at December 31, 2012 or December 31, 2011.

F. PAYMENT OF BENEFITS - On termination of service, a participant with an account balance exceeding $5,000 may elect to receive either (a) a lump sum amount, (b) installment payments over a specified period of time, not exceeding the participant's life expectancy or joint life expectancy of the participant and the designated beneficiary, (c) part lump sum and part installments, or, (d) the participant may opt to leave their funds in the Plan until retirement, or (e) they may elect to rollover their account balance into another tax-deferred account. Participants with account balances of between $1,000 and $5,000 may elect option (a) or (e). Participants with account balances not exceeding $1,000 are paid out as a lump sum upon termination of service.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting -

The financial statements of the Plan are prepared using the accrual method of accounting.

B. Estimates –

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

C. Investment Valuation and Income Recognition -

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. 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.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

D. Payment of Benefits -

Benefits are recorded when paid.

NOTE 3: 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.

NOTE 4: FAIR VALUE MEASUREMENTS

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

		Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets	Significant Unobservable Inputs
December 31, 2012	Fair Value	(Level 1)	(Level 3)
Mutual funds	$10,285,232	$10,285,232	$ -
December 31, 2011			
Mutual funds	$ 9,391,990	$ 9,391,990	$ -

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:

(Continued)

NOTE 4: FAIR VALUE MEASUREMENTS-continued

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on 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. No Level 2 inputs are available to the Plan, and Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

Per Accounting Standards Update 2010-25, participant loans are no longer considered a Level 3 investment; they are considered a note receivable. Therefore, participant loans are no longer included in the fair value measurements.

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated May 8, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The latest amendment to the Plan was approved by the Internal Revenue Service in a letter dated July 16, 2010. The tax returns for the Plan for the years ended December 31, 2010, 2011, and 2012 are open for review by the Internal Revenue Service.

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$10,713,363	$9,843,782
Net assets available for benefits per Form 5500	$10,713,363	$9,843,782

(Continued)

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Benefits paid to participants per the financial statements	$1,169,930	$2,663,001
Benefits paid to participants per Form 5500	$1,169,930	$2,663,001

NOTE 7: INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	2012	2011
DFA US Large Cap Value III	$ 1,204,054	$ 1,040,248
Vanguard Growth Index	1,836,257	1,899,738
DFA Large Cap International Portfolio	675,039	*
Vanguard Small Cap Growth	662,939	651,674
Vanguard Total International Stock	*	586,271
PIMCO Total Return	1,857,488	1,750,912
Wells Fargo Stable Value	2,188,510	2,144,194

*Investment did not represent 5% or more of the Plan's net assets in the year indicated.

NOTE 8: SUBSEQUENT EVENTS

Subsequent events were evaluated through the report issuance date of October 10, 2013.

No events, other than the ones detailed above, transpired which required disclosure.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	DFA U.S. Targeted Value Portfolio Institutional	Mutual Fund	N/A	$ 300,171
No	DFA Real Estate Securities Portfolio Institutional	Mutual Fund	N/A	157,101
No	DFA U.S. Large Cap Value III Portfolio	Mutual Fund	N/A	1,204,054
No	Vanguard Growth Index Fund Signal Shares	Mutual Fund	N/A	-
No	Vanguard Growth Index Fund Investor	Mutual Fund	N/A	1,836,257
No	Vanguard Small Capitalization Growth Index	Mutual Fund	N/A	662,939
No	DFA Emerging Markets Core Equity Portfolio Institutional	Mutual Fund	N/A	243,146
No	DFA International Small Company Portfolio Institutional	Mutual Fund	N/A	310,098
No	DFA Large Cap International Portfolio Institutional	Mutual Fund	N/A	675,039
No	Vanguard Total International Stock Index	Mutual Fund	N/A	483,139
No	PIMCO Total Return Institutional	Mutual Fund	N/A	1,857,488
No	PIMCO Real Return Institutional	Mutual Fund	N/A	174,993

(Continued)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
No	Wells Fargo Stable Value	Mutual Fund	N/A	$ 2,188,510
No	PIMCO CommodityRealReturn Strategy Institutional	Mutual Fund	N/A	192,298
No	Mid-Atlantic Cash Account		N/A	32,103
			Total	$ 10,317,336

Plan is a participant directed individual account plan; therefore, no cost data is required to be presented.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
Peoria, Illinois

Report on Examination

December 31, 2012 and 2011

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN

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GINOLI & COMPANY LTD Certified Public Accountants and Business Consultants

7625 N. University, Suite A, Peoria Illinois 61614-8303 / 309 671-2350
Morton Line: 309 266-5923 / Telefax: 309 671-5459 / email@ginolicpa.com / www.ginolicpa.com

Independent Auditor's Report

Board of Trustees
Illinois Mutual 401(K) Retirement Savings Plan
Peoria, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of Illinois Mutual 401(K) Retirement Savings Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits, for the years then ended, and the related notes to 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 our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly in all material respects, the net assets available for benefits of Illinois Mutual 401(K) Retirement Savings Plan as of December 31, 2012 and 2011, and the results of its changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at year-end and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and directly relates to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying and other accounting records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Ginoli & Company Ltd

GINOLI & COMPANY LTD
Certified Public Accountants

Peoria, Illinois
October 10, 2013

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 32,103	$ 450
Investments	10,285,232	9,391,990
Participant loans	376,432	432,402
Contributions receivable	20,332	19,390
TOTAL ASSETS	$ 10,714,099	$ 9,844,232
LIABILITIES	$ 736	$ 450
NET ASSETS AVAILABLE FOR BENEFITS	$ 10,713,363	$ 9,843,782

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

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 976,698	$ (270,326)
Interest	18,164	16,993
Dividends/Capital gain distributions	200,687	194,583
Contributions:		
Participants'	542,512	603,945
Employer's	285,338	322,805
Rollovers	47,576	35,106
TOTAL ADDITIONS	$ 2,070,975	$ 903,106
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	$ 1,169,930	$ 2,663,001
Administrative fees	3,050	4,050
Professional fees	28,414	27,312
TOTAL DEDUCTIONS	$ 1,201,394	$ 2,694,363
NET INCREASE (DECREASE)	$ 869,581	$ (1,791,257)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	9,843,782	11,635,039
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 10,713,363	$ 9,843,782

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

NOTE 1: PLAN DESCRIPTION

The following description of the Illinois Mutual ("Company") 401(k) Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was implemented effective January 1, 1996.

A. GENERAL - The Plan is a defined contribution plan covering all employees of the Company who are over 18 years of age. Full-time employees are eligible to enroll immediately and may do so at the next scheduled enrollment date following their date of hire. Non full-time employees must have completed one year of service in order to be eligible to make contributions to the Plan. No employee is eligible for employer contributions until one year of service has been completed. One year of service is defined as a 12-month period in which the employee works at least 1,000 hours for the Company.

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

Effective January 1, 2011, the Plan became a safe harbor 401(K) plan. Illinois Mutual began making non-elective contributions equaling 3% of employee compensation, beginning with the first payroll period of 2011.

Administrative costs, which totaled $35,179 in 2012 and $39,600 in 2011, are absorbed by the Company. Administrative expenses pertaining to employee loans are paid by the Plan.

B. CONTRIBUTIONS - Each year participants may contribute pretax annual compensation, as defined in the Plan, up to amounts identified by annual IRS limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes contributions to match 100% of the first $1,000 of eligible participant elective salary deferrals. Additional amounts may be contributed at the option of the Company. The Plan currently offers thirteen mutual funds as investment options for participants.

C. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. VESTING - Participants are immediately vested in their contributions, actual earnings thereon, and Employer contributions.

(Continued)

NOTE 1: PLAN DESCRIPTION – continued

E. PARTICIPANT LOANS - Participants may borrow from their fund accounts an amount up to 50% of their account balance, with a minimum loan of $1,000 and a maximum loan of $50,000. Loan terms range from 1-5 years or up to 15 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 commensurate with local prevailing rates as determined by the Plan Advisory Committee. During 2012 and 2011, this interest rate was 4.25%. Principal and interest are paid ratably through payroll deductions. $146,762 and $322,519 in loans were made to participants during 2012 and 2011, respectively. The amount of participant loans outstanding at December 31, 2012 and 2011 were $367,432 and $432,402. None of the loans were delinquent at December 31, 2012 or December 31, 2011.

F. PAYMENT OF BENEFITS - On termination of service, a participant with an account balance exceeding $5,000 may elect to receive either (a) a lump sum amount, (b) installment payments over a specified period of time, not exceeding the participant's life expectancy or joint life expectancy of the participant and the designated beneficiary, (c) part lump sum and part installments, or, (d) the participant may opt to leave their funds in the Plan until retirement, or (e) they may elect to rollover their account balance into another tax-deferred account. Participants with account balances of between $1,000 and $5,000 may elect option (a) or (e). Participants with account balances not exceeding $1,000 are paid out as a lump sum upon termination of service.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting -

The financial statements of the Plan are prepared using the accrual method of accounting.

B. Estimates –

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

C. Investment Valuation and Income Recognition -

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. 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.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

D. Payment of Benefits -

Benefits are recorded when paid.

NOTE 3: 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.

NOTE 4: FAIR VALUE MEASUREMENTS

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

		Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets	Significant Unobservable Inputs
December 31, 2012	Fair Value	(Level 1)	(Level 3)
Mutual funds	$10,285,232	$10,285,232	$ -
December 31, 2011			
Mutual funds	$ 9,391,990	$ 9,391,990	$ -

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:

(Continued)

NOTE 4: FAIR VALUE MEASUREMENTS-continued

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on 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. No Level 2 inputs are available to the Plan, and Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of shares held by the Plan at year-end.

Level 3 Fair Value Measurements

Per Accounting Standards Update 2010-25, participant loans are no longer considered a Level 3 investment; they are considered a note receivable. Therefore, participant loans are no longer included in the fair value measurements.

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated May 8, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The latest amendment to the Plan was approved by the Internal Revenue Service in a letter dated July 16, 2010. The tax returns for the Plan for the years ended December 31, 2010, 2011, and 2012 are open for review by the Internal Revenue Service.

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$10,713,363	$9,843,782
Net assets available for benefits per Form 5500	$10,713,363	$9,843,782

(Continued)

NOTE 6: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Benefits paid to participants per the financial statements	$1,169,930	$2,663,001
Benefits paid to participants per Form 5500	$1,169,930	$2,663,001

NOTE 7: INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	2012	2011
DFA US Large Cap Value III	$ 1,204,054	$ 1,040,248
Vanguard Growth Index	1,836,257	1,899,738
DFA Large Cap International Portfolio	675,039	*
Vanguard Small Cap Growth	662,939	651,674
Vanguard Total International Stock	*	586,271
PIMCO Total Return	1,857,488	1,750,912
Wells Fargo Stable Value	2,188,510	2,144,194

*Investment did not represent 5% or more of the Plan's net assets in the year indicated.

NOTE 8: SUBSEQUENT EVENTS

Subsequent events were evaluated through the report issuance date of October 10, 2013.

No events, other than the ones detailed above, transpired which required disclosure.

(Concluded)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) Party-in-interest to Plan?	(b) Name of Investment Option	(c) Description of Investment Option	(d) Cost	(e) Current Value
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No	Vanguard Growth Index Fund Investor	Mutual Fund	N/A	1,836,257
No	Vanguard Small Capitalization Growth Index	Mutual Fund	N/A	662,939
No	DFA Emerging Markets Core Equity Portfolio Institutional	Mutual Fund	N/A	243,146
No	DFA International Small Company Portfolio Institutional	Mutual Fund	N/A	310,098
No	DFA Large Cap International Portfolio Institutional	Mutual Fund	N/A	675,039
No	Vanguard Total International Stock Index	Mutual Fund	N/A	483,139
No	PIMCO Total Return Institutional	Mutual Fund	N/A	1,857,488
No	PIMCO Real Return Institutional	Mutual Fund	N/A	174,993

(Continued)

ILLINOIS MUTUAL 401(K) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

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No	Mid-Atlantic Cash Account		N/A	32,103
			Total	$ 10,317,336

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(Concluded)