

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>01/01/1968</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BROWER INSURANCE AGENCY, LLC</u> <u>409 E MONUMENT AVENUE</u> <u>SUITE 400</u> <u>DAYTON, OH 45402</u>	2b Employer Identification Number (EIN) <u>31-0545421</u> 2c Sponsor's telephone number <u>937-228-4135</u> 2d Business code (see instructions) <u>524210</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/14/2013</u>	<u>CHRIS MCATEE</u>
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address BROWER INSURANCE AGENCY, LLC P.O. BOX 37 DAYTON, OH 45401		3b Administrator's EIN 31-1453945
		3c Administrator's telephone number 937-228-4135
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		5 174
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	167
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a , 6b , and 6c	6d	197
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	197
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	186
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 2G 2J 2R 2A		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BROWER INSURANCE AGENCY, LLC</u>	D Employer Identification Number (EIN) <u>31-0545421</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

GENERAL PENSION PLANNING CORP.

31-0737427

(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?
13	NONE	7555	Yes ☒ No ☐	Yes ☒ No ☐	13213	Yes ☐ No ☒

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

JOHNSON INVESTMENT COUNCIL

31-1801770

(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?
26 27 51	NONE	19252	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KENTNER SELLERS

31-0787612

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	11010	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)

MG TRUST

01-0609808

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	6728	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY SMITH BARNEY

13-2919773

(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	NONE	6620	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

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
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROWER INSURANCE AGENCY, LLC	D Employer Identification Number (EIN) 31-0545421	

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	16986	20
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	325050
(2) Participant contributions	1b(2)	0	39500
(3) Other.....	1b(3)	350	0
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)	245267	183327
(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)	10233049	18725079
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	5996882	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16492534	19272976

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	11368	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	11368	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	16481166	19272976
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	534572	
(B) Participants	2a(1)(B)	783543	
(C) Others (including rollovers)	2a(1)(C)	146307	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1464422
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)	9329	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9329
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1904152
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3377903

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	519206	
(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)		519206
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)	2236	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	64651	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		66887
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		586093

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2791810
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: KENTNER SELLERS, LLP

(2) EIN: 31-0787612

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year.....

☒ Yes ☐ No Amount:

0

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BROWER INSURANCE AGENCY, LLC</u>	D Employer Identification Number (EIN) <u>31-0545421</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>75-3182674</u> <u>31-1453945</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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): _____



**THE BROWER INSURANCE AGENCY
401(K) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
and SUPPLEMENTARY INFORMATION**

YEARS ENDED DECEMBER 31, 2012 and 2011

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
YEARS ENDED DECEMBER 31, 2012 and 2011

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1
 FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 14
 SUPPLEMENTARY INFORMATION	
Schedule of Assets (Held at End of Year)	15

Independent Auditors' Report

To the Participants and Trustees of
The Brower Insurance Agency 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of The Brower Insurance Agency 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 involves 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 Plan'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 Plan'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 The Brower Insurance Agency 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America applied on the bases described in the Basis of Accounting paragraph.

Basis of Accounting

As described in Note J to the financial statements, the Board of Directors of Brower Insurance Agency, LLC, the Plan's Sponsor, voted on November 30, 2012, to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing Plan basis to the liquidation basis for periods after November 30, 2012. There are no known differences between the two methods based on the nature of the assets held by the Plan. Our opinion is not modified with respect to that matter.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental 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 relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other 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 financial statements as a whole.



KENTNER SELLERS, LLP
October 11, 2013

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Investments, at Fair Value:		
Participant-directed:		
Mutual funds	\$ 11,822,205	\$ 10,233,049
Money market funds	2,552,200	1,143,909
Certificates of deposit	228,937	329,293
Common stocks	3,087,623	3,714,010
Corporate bonds	888,626	650,547
Annuities	95,488	109,123
Real estate investment trusts	<u>50,000</u>	<u>50,000</u>
Total Investments	<u>18,725,079</u>	<u>16,229,931</u>
Receivables:		
Employer contributions	325,050	0
Employee contributions	39,500	0
Notes receivable from participants	183,327	245,267
Other	<u>0</u>	<u>350</u>
Total Receivables	<u>547,877</u>	<u>245,617</u>
Cash	<u>20</u>	<u>16,986</u>
Total Assets	<u>19,272,976</u>	<u>16,492,534</u>
LIABILITIES:		
Accounts payable	<u>0</u>	<u>11,368</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 19,272,976</u></u>	<u><u>\$ 16,481,166</u></u>

See Notes to Financial Statements.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Contributions:

Employer	\$ 534,572
Employee contributions	783,543
Employee rollovers	<u>146,307</u>
	<u>1,464,422</u>

Investment income:

Net realized and unrealized appreciation in fair value of investments	1,904,152
Participant loan interest	<u>9,329</u>
	<u>1,913,481</u>

Total Additions	<u>3,377,903</u>
-----------------	------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	519,206
Administrative expenses	<u>66,887</u>

Total Deductions	<u>586,093</u>
------------------	----------------

NET INCREASE	2,791,810
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NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year	<u>16,481,166</u>
--	-------------------

NET ASSETS AVAILABLE FOR BENEFITS - End of Year	<u>\$ 19,272,976</u>
--	----------------------

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE A - DESCRIPTION OF THE PLAN

The following description of the The Brower Insurance Agency 401(k) Profit Sharing Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Brower Insurance Agency, LLC, the Plan Sponsor, and covers all eligible employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Prior to January 1, 2012, those employees who were employed for one year, had completed 1,000 hours of service, and were at least 21 years of age were eligible to become participants in the Plan. Effective January 1, 2012, the Plan was amended to reduce the hours requirement to one (1) hour.

A participant is eligible to participate in the 401(k) elective deferrals as of January 1, April 1, July 1, or October 1 which coincides with or next follows the date eligibility requirements are satisfied. A participant is eligible to receive an allocation of profit sharing contributions as of the first day of the Plan Year during which the eligibility requirements are met.

Contributions

- (a) *Participant's voluntary salary reductions.* Each year participants may contribute to the Plan a percentage of their compensation which is not to exceed Internal Revenue Service limitations. Participants may choose to make Roth 401(k) contributions or traditional 401(k) contributions.
- (b) *A discretionary profit sharing contribution.* The employer may make annual discretionary contributions to the Plan in an amount determined by the members of the Plan Sponsor. Profit sharing contributions are allocated to members of Brower Insurance Agency, LLC, based on member compensation and member agreements. Profit sharing contributions allocated to non-members of Brower Insurance Agency, LLC, must be not less than the lesser of three percent of that employee's compensation (as defined) or thirty-three and one-third percent of the highest percentage of compensation allocated to any highly compensated employee. Employer discretionary profit sharing contributions were \$534,572 and \$515,381 for the years ended December 31, 2012 and 2011, respectively.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Contributions (Continued)

- (c) *A non-elective contribution.* The employer may elect to make a non-elective contribution. Non-elective contributions are allocated to each qualified participant who is not a highly compensated employee in the proportion that each employee's compensation bears to all such qualified participants' compensation. There were no non-elective contributions for the years ended December 31, 2012 and 2011.

Participant Accounts

Each participant's account is credited or charged with the following:

- (a) Employee and employer contributions,
- (b) Rollover contributions,
- (c) Plan earnings,
- (d) Forfeitures, and
- (e) Plan expenses.

Participants direct the investment of all funds in their accounts. Each participant is entitled only to the benefit that can be provided from the participant's vested account. Allocations are based on participant earnings or account balances, as defined.

Investment Options

Upon enrollment in the Plan, a participant may direct elective deferrals and any employer contributions in any of several different mutual fund investment options. Any participant having an account balance exceeding \$5,000 may direct the trustees to establish a Segregated and Individually Directed Account in the participant's name. Amounts transferred to the Segregated and Individually Directed Account are invested at the participant's sole discretion.

Vesting

The Board of Directors of Brower Insurance Agency, LLC, the Plan Sponsor, voted on November 30, 2012, to terminate the Plan effective November 30, 2012. Effective on that date, all participants became 100% vested in their entire account balances.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Forfeited Accounts

Forfeitures will be re-allocated following the date on which a terminated participant incurs five consecutive one-year breaks in service or following the date on which a terminated participant receives payment of his vested account balance. The Plan provides for forfeitures to be applied first to restore any amounts attributable to employer contributions related to a break in service; and finally, the remainder, if any, shall be allocated to participants as though it were a Discretionary Profit Sharing Contribution.

Forfeitures totaled \$2,004 and \$0 for 2012 and 2011, respectively.

Loans to Participants

The Plan allows participants to apply for and obtain loans in an amount as defined in the Plan Agreement. Generally, loans must be for at least \$750 and may not be for more than the lesser of 50% of the participant's vested account balance or \$50,000 (reduced by outstanding loans in the previous year). All loans must be repaid within five years unless the loan is used to acquire or construct the participant's primary residence. Interest is charged at a rate typical for the lending business at the time of the loan.

Payment of Benefits

Benefits are recorded when paid. Upon termination of service, a participant may elect to receive:

- (a) A lump sum distribution equal to the value of their account; or
- (b) Equal installments over a period of not more than the participant's assumed life expectancy.

Amendments

There were multiple amendments to the Plan that became effective during 2011. The first of these amendments was effective September 15, 2011, and related to general provisions of the Plan related to self-directed brokerage accounts. In addition, effective December 21, 2011, the Plan was amended and restated to reflect the provisions of the Worker, Retiree and Employer Recovery Act (WRERA) and certain other provisions of applicable law and the applicable regulations that are generally effective after December 31, 2008.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Amendments (Continued)

There were multiple amendments to the Plan that became effective during 2012. Amendment No. 4, which became effective January 1, 2012, changed eligibility requirements for elective deferrals to allow for entry into the Plan on the first day of each calendar quarter for employees who are at least 21 years of age and have completed one hour of service. In addition, Amendment No. 6, effective May 31, 2012, changed the Plan's investment fiduciary from the Trustee to the Investment Committee. Finally, Amendment No. 7, which became effective November 30, 2012, terminated the Plan immediately. The definition of "Compensation" was amended to include amounts accrued on or before November 30, 2012, but paid as soon as practicable after that date. Due to the Plan's termination, effective as of November 30, 2012, all contributions to the Plan were ceased and all accounts of Plan participants became 100% vested. Additionally, no additional participant loans were permitted as of November 30, 2012.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan prepares its financial statements using the accrual basis of accounting.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

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

Purchases and sales of investments are recorded on a trade-date basis (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Fees

Substantially all administrative fees are paid by the Plan. Plan expenses paid by the Plan include fees for trading and investment management and advisory services and for the audit of the Plan. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan.

NOTE C - CONCENTRATION OF CREDIT RISK

The Plan Sponsor maintains cash balances at financial institutions which insure their customer accounts with the Federal Deposit Insurance Corporation (FDIC) up to \$250,000.

NOTE D - INVESTMENTS

As of December 31, 2012 and 2011, the following investments that represent 5% or more of the Plan's net assets are separately identified:

	<u>2012</u>	<u>2011</u>
Participant Directed Investments:		
Investments at Fair Value as Determined by		
Quoted Market Price:		
American Funds American Balanced Fund	\$ 1,360,578	\$ 1,290,100
Federated Auto Cash Management Trust	1,097,419	636,788
Franklin Growth	946,908	879,201
All other investments	<u>15,320,174</u>	<u>13,423,842</u>
Total Investments	<u>\$ 18,725,079</u>	<u>\$ 16,229,931</u>

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE D - INVESTMENTS (Continued)

NET APPRECIATION IN VALUE

During 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated as follows:

Investments at Fair Value as Determined by

Quoted Market Price:

Common stocks	\$ 363,791
Mutual funds	1,540,207
Real estate investment trusts and other investments	<u>154</u>
	<u><u>\$ 1,904,152</u></u>

NOTE E - FAIR VALUE MEASUREMENTS

FASB ASC 820-10, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE E - FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

Common stocks, corporate bonds, U.S. government securities, and Real Estate Investment Trusts: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds and Money Market Funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Certificates of Deposit: Valued at the cash value of the certificate as of the end of the Plan Year.

Annuity: Valued at the present value of future cash payments.

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

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE E - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 11,822,205	\$ 0	\$ 0	\$ 11,822,205
Certificates of deposit	228,937	0	0	228,937
Money market funds	2,552,200	0	0	2,552,200
Common stocks	3,087,623	0	0	3,087,623
Corporate bonds	888,626	0	0	888,626
Annuities	0	0	95,488	95,488
Real estate investment trusts	50,000	0	0	50,000
	<u>\$ 18,629,591</u>	<u>\$ 0</u>	<u>\$ 95,488</u>	<u>\$ 18,725,079</u>

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 10,233,049	\$ 0	\$ 0	\$ 10,233,049
Certificates of deposit	329,293	0	0	329,293
Money market funds	1,143,909	0	0	1,143,909
Common stocks	3,714,010	0	0	3,714,010
Corporate bonds	650,547	0	0	650,547
Annuities	0	0	109,123	109,123
Real estate investment trusts	50,000	0	0	50,000
	<u>\$ 16,120,808</u>	<u>\$ 0</u>	<u>\$ 109,123</u>	<u>\$ 16,229,931</u>

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE E - FAIR VALUE MEASUREMENTS (Continued)

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012.

	<u>Level 3 Assets Annuities</u>
Balance, beginning of year	\$ 109,123
Investment income	4,365
Sales	<u>(18,000)</u>
Balance, end of year	<u>\$ 95,488</u>

NOTE F - CERTIFICATES OF DEPOSIT

Certificates of deposit at December 31, 2012, consist of amounts on deposit at banks or savings and loan associations, with interest rates of 5.15%, with maturities of five years or less. At December 31, 2011, \$79,293 of these balances was in excess of federally insured limits.

NOTE G - BENEFITS PAYABLE

As described in Note J, the Plan was terminated effective November 30, 2012, at which time all participants became 100% vested in their entire account balances. As of December 31, 2012, the vested benefits payable to participants was \$19,272,976. As of December 31, 2011, the vested benefit payable to participants terminated prior to year-end was \$918,094.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE H - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of money market funds managed by Charles Schwab & Co., Inc.; UBS Financial Services; Cincinnati Financial Corp.; and Morgan Stanley SmithBarney. Each of these parties are also Plan custodians and, therefore, these transactions qualify as party-in-interest transactions.

Certain Plan participants with Segregated and Individually Directed Accounts receive investment advice from another participant in the Plan. Commissions related to these services, totaling approximately \$97,949 and \$70,900 for the Plan Years ended December 31, 2012 and 2011, respectively, were paid directly from the Segregated and Individually Directed Accounts to the individual providing the services. These transactions qualify as party-in-interest transactions.

NOTE I - INCOME TAX STATUS

The Plan obtained a favorable tax determination letter on November 8, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Subsequent amendments have been made to the Plan, and these changes have not been submitted for a determination letter. However, the Plan Sponsor believes that the Plan was qualified and was being operated in compliance with the applicable provisions of the IRC; therefore, no income taxes have been provided for in the financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE J - PLAN TERMINATION

The Board of Directors of Brower Insurance Agency, LLC, the Plan Sponsor, voted on November 30, 2012, to terminate the Plan effective November 30, 2012. Final distributions will be determined based on all participants being 100% vested, and will be made as soon as possible after the termination date. In accordance with generally accepted accounting principles, the Plan has changed its basis of accounting used to value Plan assets from the ongoing Plan basis to the liquidation basis after November 30, 2012. There were no known differences between the two methods; therefore, a single statement of changes in net assets available for benefits has been presented.

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE K - RISKS AND UNCERTAINTIES

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

NOTE L - SUBSEQUENT EVENTS

Subsequent events were evaluated through October 11, 2013, which is the date the financial statements were available to be issued.

Subsequent to the December 31, 2012, year-end and prior to the issuance of these statements, all outstanding participant loans were repaid to the Plan and new loans were established with the Plan Sponsor. The loans had repayment terms of 120 days and carried interest at 1.09%.

In July 2013, subsequent to the December 31, 2012, year-end, the process of distributing the outstanding assets of the Plan to the Plan participants was initiated. In accordance with the Plan termination, all participants were 100% vested in their account balances. It is anticipated that this process will be completed by the end of 2013.

**SUPPLEMENTARY
INFORMATION**

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN

EIN 31-1453945, PLAN # 002

Form 5500, Schedule H, Part IV, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	Federated Auto Cash Mgmt Tr	1,097,428 shares	\$ 1,097,428
	Total Money Market Mutual Funds		<u>1,097,428</u>
	Am Fds American Balanced Fd	66,695 shares	1,360,578
	Am Fds Europacific Growth	12,395 shares	510,920
	Am Fds Investment Co. of Amer	16,919 shares	510,276
	Am Fds New Perspective Fd	19,142 shares	598,379
	Columbia Small Cap Fd	42,149 shares	662,588
	Delaware Diversified Income	57,564 shares	538,224
	Fidelity Adv Freedom 2010 Fd	881 shares	10,605
	Fidelity Adv Freedom 2015 Fd	11,760 shares	141,118
	Fidelity Adv Freedom 2020 Fd	9,152 shares	114,490
	Fidelity Adv Freedom 2025 Fd	74,141 shares	896,368
	Fidelity Adv Freedom 2030 Fd	13,399 shares	169,762
	Fidelity Adv Freedom 2035 Fd	8,782 shares	105,298
	Fidelity Adv Freedom 2040 Fd	26,150 shares	334,715
	Fidelity Adv Freedom Income A	327 shares	3,606
	Franklin Growth Fund A	18,710 shares	946,908
	MFS Value Fund - A	8,217 shares	208,297
	Oppenheimer Developing Markets Fd	5,122 shares	180,740
	PIMCO Real Return A	41,699 shares	511,649
	SSGA S&P 500 Index Fund	5,106 shares	118,102
	T Rowe Price Equity Income Stk	9,620 shares	254,448
	T Rowe Price Growth Stk	11,671 shares	440,948
	Vanguard Mid Cap Index	18,338 shares	412,047
	Total Mutual Funds		<u>9,030,067</u>
	Participant Loans	30 Maturing 2013, interest ranging from 4.25% to 6.00%	183,327
	Total Participant Loans		<u>183,327</u>
	Segregated and Individually Directed Brokerage Accounts		7,230,814
*	Morgan Stanley SmithBarney	860,031 shares	860,031
*	Schwab Money Market Fund	247,861 shares	247,861
*	UBS Retirement Money Fund	50,859 shares	50,859
*	Cincinnati Financial Corp.	5,312 shares	208,018
	Total Segregated and Individually Directed Accounts		<u>8,597,584</u>
			<u>\$ 18,908,406</u>
*	Party-in-interest		

Column (d) has been omitted because it is not applicable.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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

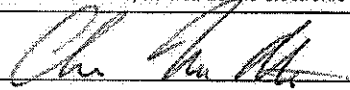
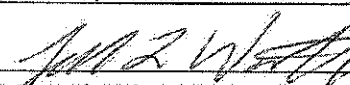
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).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

Part II Basic Plan Information—enter all requested information

1a Name of plan THE BROWER INSURANCE AGENCY 401K PROFIT SHARING PLAN	1b Three-digit plan number (PN) ▶ <u>002</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BROWER INSURANCE AGENCY, LLC 409 E MONUMENT AVENUE SUITE 400 DAYTON OH 45402	1c Effective date of plan <u>01/01/1968</u>
	2b Employer Identification Number (EIN) <u>31-0545421</u>
	2c Sponsor's telephone number <u>937-228-4135</u>
	2d Business code (see instructions) <u>524210</u>

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

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

SIGN HERE		<u>10/14/2012</u>	CHRIS MCATEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>10/14/2012</u>	
	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)

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

Form 5500 (2012)
v. 120126

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address BROWER INSURANCE AGENCY, LLC P.O. BOX 37 DAYTON OH 45401	3b Administrator's EIN 31-1453945 3c Administrator's telephone number 937-228-4135
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	5 174
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 167
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 30
d Subtotal. Add lines 6a, 6b, and 6c.....	6d 197
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e.	6f 197
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 186
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 2G 2J 2R 2A	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

THE BROWER INSURANCE AGENCY 401(K) PROFIT SHARING PLAN

EIN 31-1453945, PLAN # 002

Form 5500, Schedule H, Part IV, Line 4i

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