

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
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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>FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/2009</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FIRSTGROUP AMERICA, INC.</u> <u>600 VINE STREET, SUITE 1400</u> <u>CINCINNATI, OH 45202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-2205403</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-419-8616</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>488990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-2205403</u>	2c Sponsor's telephone number <u>513-419-8616</u>	2d Business code (see instructions) <u>488990</u>	
2b Employer Identification Number (EIN) <u>52-2205403</u>					
2c Sponsor's telephone number <u>513-419-8616</u>					
2d Business code (see instructions) <u>488990</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. Signature of plan administrator	10/14/2013 Date	FRANK GOTTSCHALL Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	FRANK GOTTSCHALL Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 65562
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	60677
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	2379
d Subtotal. Add lines 6a , 6b , and 6c	6d	63057
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	68
f Total. Add lines 6d and 6e	6f	63125
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	13092
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	66
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 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) 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>FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS 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>FIRSTGROUP AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>52-2205403</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
AMERICAN FUNDS

95-1411037

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

39-1811840

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

13-3122938

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

94-1441976

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

MAINSTAY

52-2206685

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

MORGAN STANLEY

36-3145972

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

OAKMARK

04-3276558

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(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 21 37 38 49 50 52 60 62 63 64	SERVICE PROVIDER	275961	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

HEWITT ENNISKNUPP, INC.

36-3109431

(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?
16 27 50	SERVICE PROVIDER	145393	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRYAN CAVE, LLP

43-0602116

(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?
16 27 50	SERVICE PROVIDER	6262	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)

GROUP ASSOCIATES

38-2779844

(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?
16 27 50	SERVICE PROVIDER	50183	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FIRSTGROUP AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>52-2205403</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N15

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>80-6052573-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>66145271</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S&P 500 INDEX N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>94-3224211-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33077960</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FIRSTGROUP AMERICA, INC.		D Employer Identification Number (EIN) 52-2205403

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	2609	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		1109798
(2) Participant contributions	1b(2)		361031
(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)	12937442	13389166
(9) Value of interest in common/collective trusts.....	1c(9)	97004069	99223231
(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)	127751984	144477101
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	237696104	258560327

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	237696104	258560327
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6941217	
(B) Participants	2a(1)(B)	19420469	
(C) Others (including rollovers)	2a(1)(C)	925675	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27287361

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)	538196	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		538196

(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)	4505742	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4505742

(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)		6105154
(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)		14386633
c Other income.....	2c		29704
d Total income. Add all income amounts in column (b) and enter total.....	2d		52852790

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	30557104	
(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)		30557104
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		-52339
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	639610	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		639610
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		31144375

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		21708415
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		844192

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: **DELOITTE & TOUCHE**

(2) EIN: **13-3891517**

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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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:

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)

AMALGAMATED TRANSIT UNION NATIONAL 401(K) PENSION PLAN

5b(2) EIN(s)	5b(3) PN(s)
52-2059290	001

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>FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS 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>FIRSTGROUP AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>52-2205403</u>

Part I	Distributions
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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>41-6257133</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)
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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): _____

FirstGroup America, Inc. Retirement Savings Plan

Employer ID No: 52-2205403

Plan Number: 002

Financial Statements as of December 31, 2012 and
2011, and for the Year Ended December 31, 2012,
Supplemental Schedules as of and for the
Year Ended December 31, 2012, and
Independent Auditors' Report

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

Trustees and Participants of the
FirstGroup America, Inc. Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the FirstGroup America, Inc. 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 statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules listed in the Table of Contents as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

October 14, 2013

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments — at fair value:		
Common collective trust fund	33,077,960	30,313,036
Stable value fund	66,145,271	66,691,033
Mutual funds	144,477,101	127,751,984
Total investments	243,700,332	224,756,053
Receivables:		
Notes receivable from participants	13,900,181	13,500,796
Participant contributions	361,031	1,079
Company contributions	1,109,798	1,181,568
Total receivables	15,371,010	14,683,443
Total assets	259,071,342	240,047,753
PENDING TRADES	-	(608,252)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	259,071,342	239,439,501
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR STABLE VALUE FUND	(1,864,515)	(1,690,314)
NET ASSETS AVAILABLE FOR BENEFITS	\$257,206,827	\$237,749,187

See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Contributions:

Participant contributions	\$ 19,419,391
Employer contributions	5,759,649
Rollover contributions	<u>928,284</u>

Total contributions	<u>26,107,324</u>
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Investment income:

Net appreciation in fair value of investments	22,169,533
Interest and dividends	<u>2,684,466</u>

Net investment income	<u>24,853,999</u>
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Interest income on notes receivable from participants	<u>538,196</u>
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DEDUCTIONS:

Benefits paid to participants	30,558,077
Administrative expenses	<u>639,610</u>

Total deductions	<u>31,197,687</u>
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TRANSFERS OUT OF PLAN	844,192
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INCREASE IN NET ASSETS	19,457,640
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>237,749,187</u>
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End of year	<u><u>\$ 257,206,827</u></u>
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See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF THE PLAN

The following description of the FirstGroup America, Inc. Retirement Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined contribution plan covering substantially all employees of FirstGroup America, Inc. (the “Company”) who have met certain eligibility requirements, as defined by the Plan. The Company controls and manages the operations and administration of the Plan. Wells Fargo Bank N.A. (“Wells Fargo”) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 20, 2012, certain employees of the Company became participants in the ATU National 401(k) Plan (the “ATU” Plan) pursuant to a newly ratified collective bargaining agreement. The assets and participant accounts attributable to such employees were transferred to the ATU Plan during the year ended December 31, 2012 and are reflected as transfer out of the Plan on the statement of changes in net assets available for benefits for the year ended December 31, 2012.

Contributions — Each year, participants may make elective deferral contributions to the Plan on a before tax basis subject to certain Internal Revenue Code (IRC) limitations. The Company makes matching contributions and discretionary contributions to the Plan, as defined in the Plan document. Additional amounts may be contributed at the discretion of the Company. No discretionary contributions were made to the plan for the year ended December 31, 2012. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, Company matching contribution, Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments — Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, a stable value fund, and a common collective trust fund as investment options for participants.

Vesting — Participants are immediately vested in their own contributions into the Plan. Vesting in the Company’s contributions is based on years of continuous service. Participants are generally vested in Company contributions after three years of service. Certain participants that are covered under a collectively bargained agreement are fully vested upon completion of a one year period of service. Participants who were employed by the Company and participated in a legacy plan that merged into the Plan, and who continue to be employed by the Company, shall be fully invested in their legacy plan account balances.

Notes Receivable from Participants — Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50% of their account balances, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2012, participant loans have maturities through 2042 at interest rates ranging from 4.25 percent to 11.00 percent.

In-Service Withdrawals — Prior to termination of employment, participants may make hardship withdrawals or withdrawals upon attainment of age 59 and one half, in accordance with the Plan agreement.

Payment of Benefits — Participants become eligible for benefit payments upon termination of employment, retirement, or death. In the event of a participant's death, payment will be made to designated beneficiaries. Upon termination of employment or retirement a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts — At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$222,382 and \$140,296, respectively. These accounts will be used to pay Plan administrative expenses, reduce future Company matching contributions, and reduce Company discretionary contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, a common collective trust fund, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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 3 for discussion on fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits that is attributable to fully benefit-responsive investment contracts. Contract value is the amount Plan participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis.

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds, the stable value fund and the common collective trust fund are deducted from income on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Cash and Cash Equivalents — The Plan classifies short-term, highly liquid investments with maturities of three months or less at the time of purchase as cash and cash equivalents. These investments are recorded at cost which approximates fair value.

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

Administrative Expenses — Administrative expenses of the Plan are paid by the Company or the Plan as provided in the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid at December 31, 2012.

Subsequent Events — Subsequent events were evaluated through October 14, 2013 the date the financial statements were available to be issued.

New Accounting Standards — The accounting standard initially adopted in 2012 is described below.

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended December 31, 2012. ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides 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, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation techniques maximize the use of relevant 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 and 2011.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities.

Common Collective Trust Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012 and 2011.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2012 Total
Domestic stock funds	\$ 68,689,825	\$	\$	\$ 68,689,825
Fixed income fund	24,749,555			24,749,555
Balanced funds	<u>51,037,721</u>	<u></u>	<u></u>	<u>51,037,721</u>
Total mutual funds	144,477,101			144,477,101
Common collective trust fund		33,077,960		33,077,960
Stable value fund	<u></u>	<u>66,145,271</u>	<u></u>	<u>66,145,271</u>
Total	<u>\$ 144,477,101</u>	<u>\$ 99,223,231</u>	<u>\$</u>	<u>\$ 243,700,332</u>

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Domestic stock funds	\$ 58,630,247	\$ -	\$ -	\$ 58,630,247
Fixed income fund	22,311,039			22,311,039
Balanced funds	<u>46,810,698</u>			<u>46,810,698</u>
Total mutual funds	127,751,984	-	-	127,751,984
Common collective trust fund		30,313,036		30,313,036
Stable value fund		<u>66,691,033</u>		<u>66,691,033</u>
Total	<u>\$ 127,751,984</u>	<u>\$ 97,004,069</u>	<u>\$ -</u>	<u>\$ 224,756,053</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 21, 2012 and 2011, there were no transfers between levels.

4. INVESTMENTS

The Plan's investments that represented 5 percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
*Wells Fargo S&P 500 Index Fund G	\$33,077,960	\$30,313,036
*Wells Fargo Stable Return Fund	66,145,271	66,691,033
American Europacific Growth Fund	20,072,799	18,111,431
American Growth Fund of America Class R5 Growth Fund		15,809,451
Dodge & Cox Stock Fund	21,385,812	18,951,347
Pimco Total Return Fund	24,749,555	22,311,039
Morgan Stanley Mid Cap Growth Portfolio		12,333,069
Mainstay Large Cap Growth I	16,989,044	

*Party-in-interest

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

Domestic stock funds	\$ 7,322,220
Fixed income fund	1,320,272
Balanced funds	<u>6,258,713</u>
Total mutual funds	14,901,205
Common collective trust fund	4,750,441
Stable value fund	<u>2,517,887</u>
Net appreciation in fair value of investments	<u>\$22,169,533</u>

5. STABLE VALUE FUND

The Stable Value Fund (the "Fund") is a collective trust fund sponsored by Wells Fargo Bank, N.A. that has invested all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct either the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on the Ability of the Fund to Transact at Contract Value

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund
- Any transfer of assets from the Fund directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances That Affect the Fund — The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the Fund or the administration of the Fund that is not consented to by the wrap issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets declines. The Fund’s ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrap issuer’s ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Fund’s inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

6. NET ASSET VALUE (NAV) PER SHARE

In accordance with ASU No. 2009-12, the Plan should include disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share as of December 31, 2012 and 2011. The estimated fair value of the Stable Value Fund and the common collective trust fund is net asset value. The use of net asset value as a fair value is deemed appropriate as the Stable Value Fund and the common collective trust fund do not have a finite life, unfunded commitments or significant restrictions on redemptions.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are investment funds managed by Wells Fargo. Wells Fargo is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services for the year ended December 31, 2012 were \$148,383. Certain fees paid by the Plan for investment management services were included as a reduction of the return on each fund for the year ended December 31, 2012.

8. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. If the Plan is terminated, Company contributions will become fully vested to participants and the trustee may commence payment of benefits, pursuant to the terms of the Plan document.

9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated May 1, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. In response to certain operational issues, the Plan made corrections to participants' accounts adversely affected by the operational issues. The Plan administrator has reviewed the impact to prevent the Plan from incurring a qualification defect. The Plan administrator implemented correction action in accordance with the acceptable correction methods. The Company and the Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

10. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Wells Fargo, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certification from the trustee that such information is complete and accurate:

	2012	2011
Statements of net assets available for benefits:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments:		
*Collective investment fund	\$ 33,077,960	\$ 30,313,036
*Stable value fund**	64,280,756	65,000,719
Mutual funds	144,477,101	127,751,984
Total investments	\$ 241,835,817	\$ 223,065,739
Pending trades	\$ -	\$ (608,252)
Statement of changes in net assets — investment income:		
Net appreciation in fair value of investments	\$ 22,169,533	
Interest and dividends	2,684,466	

*Party-in-interest

**At contract value

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 3 and 4: All investment balances and investment information in the notes, with the exception of the adjustment from fair value to contract value for the stable value fund and the fair value hierarchy.

11. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Company remitted various pay periods' participant contributions of \$67,583 to the trustee on November 16, 2012, which was later than required by Department of Labor (DOL) Regulation 2510.3-102. In addition, the Company remitted various pay periods' participant contributions of \$15,489 to the trustee on various dates during the year ended December 31, 2011, which were later than required by the DOL. The Company filed Forms 5330 with the IRS and paid the required excise tax on the transactions. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

During the year ended December 31, 2012, the Company remitted certain participant contributions to the trustee later than required by the Department of Labor's Regulation 2510.3-102. The Company plans to file Forms 5330 with the IRS and pay the required excise tax on the transactions. In addition, participant accounts will be credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

12. RECONCILIATION TO FORM 5500

The following table reconciles net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per financial statements	\$ 257,206,827	\$ 237,749,187
Less deemed distributed loans	(511,015)	(563,354)
Add (less) other cash activity	-	2,604
Add adjustment from fair value to contract value for stable value fund	1,864,515	1,690,314
Less participants' receivable per financial statements	-	(1,079)
Less employer receivable per financial statements	<u>-</u>	<u>(1,181,568)</u>
Net assets available for benefits per Form 5500	<u>\$ 258,560,327</u>	<u>\$ 237,696,104</u>

For the year ended December 31, 2012, the following is a reconciliation of net investment gain per the financial statements to the Form 5500:

Total net investment gain per the financial statements	\$ 24,853,999
Add adjustment from fair value to contract value for stable value fund	1,864,515
Less other earnings adjustment	(967)
Less prior year adjustment from fair value to contract value for stable value fund	<u>(1,690,314)</u>
Total investment gain per the Form 5500	<u>\$ 25,027,233</u>

For the year ended December 31, 2012, the following is a reconciliation of contributions to the Plan per the financial statements to the Form 5500:

Participant contributions per the financial statements	\$ 19,419,391
Add prior year receivable	<u>1,079</u>
Total participant contributions per the Form 5500	<u>\$ 19,420,470</u>
Company contributions per the financial statements	\$ 5,759,649
Add prior year receivable	<u>1,181,568</u>
Total Company contributions per the Form 5500	<u>\$ 6,941,217</u>

* * * * *

SUPPLEMENTAL SCHEDULES

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN**Employer ID No: 52-2205403****Plan No: 002****FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(b) Identity of Issue, Borrower, (a) Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value ***
* Common Collective Trust Fund	Wells Fargo S&P 500 Index Fund	\$ 33,077,960
* Stable Value Fund**	Wells Fargo Stable Return Fund	64,280,756
American Europacific	Growth Fund	20,072,799
Artisan Mid Cap	Value Fund	2,292,517
Baron Growth Fund	Growth Fund	5,241
Baron Growth Fund - Ins	Growth Fund	2,624,438
Dodge & Cox	Stock Fund	21,385,812
Mainstay Large Cap Growth I	Growth Fund	16,989,044
Morgan Stanley	Mid Cap Growth Portfolio	12,589,345
Oakmark Equity & Income Fund	Class One Fund	-
Pimco Total Return Fund	Total Return Fund	24,749,555
T Rowe Price	Retirement Income Fund #145	742,650
T Rowe Price	Retirement 2005 Fund	805,187
T Rowe Price	Retirement 2010 Fund	2,028,663
T Rowe Price	Retirement 2020 Fund	6,905,650
T Rowe Price	Retirement 2025 Fund	6,246,540
T Rowe Price	Retirement 2030 Fund	4,236,792
T Rowe Price	Retirement 2035 Fund	3,544,870
T Rowe Price	Retirement 2040 Fund	1,923,775
T Rowe Price	Retirement 2045 Fund	1,496,491
T Rowe Price	Retirement 2055 Fund	594,605
T Rowe Price	Retirement 2050 Fund	1,006,895
T Rowe Price	Retirement 2015 Fund	5,152,289
* Wells Fargo	Advantage Small Cap Value	9,083,943
Total mutual funds		144,477,101
TOTAL INVESTMENTS		\$ 241,835,817
* Various participants	Participant loans (maturing 2012–2042 at interest rates of 4.25%–11%)	\$ 13,389,166

* Party-in-interest

** Stable value fund is included above at contract value, which is net of a \$1,864,515 adjustment from the fair value of \$66,145,271

*** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Independent Auditors' Report.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

Employer ID No: 52-2205403

Plan No: 002

**FORM 5500, SCHEDULE H, PART IV, QUESTION 4a — SCHEDULE OF
DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant Contributions Transferred Late to the Plan				
Check here if late participant loan contributions are included X	\$ 14,250	\$ 83,072	\$ -	\$ 83,072

See accompanying Independent Auditors' Report.

FirstGroup America, Inc. Retirement Savings Plan

Employer ID No: 52-2205403

Plan Number: 002

Financial Statements as of December 31, 2012 and
2011, and for the Year Ended December 31, 2012,
Supplemental Schedules as of and for the
Year Ended December 31, 2012, and
Independent Auditors' Report

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

Trustees and Participants of the
FirstGroup America, Inc. Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the FirstGroup America, Inc. 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 statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules listed in the Table of Contents as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

October 14, 2013

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments — at fair value:		
Common collective trust fund	33,077,960	30,313,036
Stable value fund	66,145,271	66,691,033
Mutual funds	144,477,101	127,751,984
Total investments	243,700,332	224,756,053
Receivables:		
Notes receivable from participants	13,900,181	13,500,796
Participant contributions	361,031	1,079
Company contributions	1,109,798	1,181,568
Total receivables	15,371,010	14,683,443
Total assets	259,071,342	240,047,753
PENDING TRADES	-	(608,252)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	259,071,342	239,439,501
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR STABLE VALUE FUND	(1,864,515)	(1,690,314)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$257,206,827</u>	<u>\$237,749,187</u>

See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Contributions:

Participant contributions	\$ 19,419,391
Employer contributions	5,759,649
Rollover contributions	<u>928,284</u>

Total contributions	<u>26,107,324</u>
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Investment income:

Net appreciation in fair value of investments	22,169,533
Interest and dividends	<u>2,684,466</u>

Net investment income	<u>24,853,999</u>
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Interest income on notes receivable from participants	<u>538,196</u>
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DEDUCTIONS:

Benefits paid to participants	30,558,077
Administrative expenses	<u>639,610</u>

Total deductions	<u>31,197,687</u>
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TRANSFERS OUT OF PLAN	844,192
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INCREASE IN NET ASSETS	19,457,640
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>237,749,187</u>
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End of year	<u><u>\$ 257,206,827</u></u>
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See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF THE PLAN

The following description of the FirstGroup America, Inc. Retirement Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined contribution plan covering substantially all employees of FirstGroup America, Inc. (the “Company”) who have met certain eligibility requirements, as defined by the Plan. The Company controls and manages the operations and administration of the Plan. Wells Fargo Bank N.A. (“Wells Fargo”) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 20, 2012, certain employees of the Company became participants in the ATU National 401(k) Plan (the “ATU” Plan) pursuant to a newly ratified collective bargaining agreement. The assets and participant accounts attributable to such employees were transferred to the ATU Plan during the year ended December 31, 2012 and are reflected as transfer out of the Plan on the statement of changes in net assets available for benefits for the year ended December 31, 2012.

Contributions — Each year, participants may make elective deferral contributions to the Plan on a before tax basis subject to certain Internal Revenue Code (IRC) limitations. The Company makes matching contributions and discretionary contributions to the Plan, as defined in the Plan document. Additional amounts may be contributed at the discretion of the Company. No discretionary contributions were made to the plan for the year ended December 31, 2012. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, Company matching contribution, Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments — Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, a stable value fund, and a common collective trust fund as investment options for participants.

Vesting — Participants are immediately vested in their own contributions into the Plan. Vesting in the Company’s contributions is based on years of continuous service. Participants are generally vested in Company contributions after three years of service. Certain participants that are covered under a collectively bargained agreement are fully vested upon completion of a one year period of service. Participants who were employed by the Company and participated in a legacy plan that merged into the Plan, and who continue to be employed by the Company, shall be fully invested in their legacy plan account balances.

Notes Receivable from Participants — Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50% of their account balances, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2012, participant loans have maturities through 2042 at interest rates ranging from 4.25 percent to 11.00 percent.

In-Service Withdrawals — Prior to termination of employment, participants may make hardship withdrawals or withdrawals upon attainment of age 59 and one half, in accordance with the Plan agreement.

Payment of Benefits — Participants become eligible for benefit payments upon termination of employment, retirement, or death. In the event of a participant's death, payment will be made to designated beneficiaries. Upon termination of employment or retirement a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts — At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$222,382 and \$140,296, respectively. These accounts will be used to pay Plan administrative expenses, reduce future Company matching contributions, and reduce Company discretionary contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, a common collective trust fund, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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 3 for discussion on fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits that is attributable to fully benefit-responsive investment contracts. Contract value is the amount Plan participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis.

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds, the stable value fund and the common collective trust fund are deducted from income on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Cash and Cash Equivalents — The Plan classifies short-term, highly liquid investments with maturities of three months or less at the time of purchase as cash and cash equivalents. These investments are recorded at cost which approximates fair value.

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

Administrative Expenses — Administrative expenses of the Plan are paid by the Company or the Plan as provided in the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid at December 31, 2012.

Subsequent Events — Subsequent events were evaluated through October 14, 2013 the date the financial statements were available to be issued.

New Accounting Standards — The accounting standard initially adopted in 2012 is described below.

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended December 31, 2012. ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides 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, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation techniques maximize the use of relevant 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 and 2011.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities.

Common Collective Trust Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012 and 2011.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2012 Total
Domestic stock funds	\$ 68,689,825	\$	\$	\$ 68,689,825
Fixed income fund	24,749,555			24,749,555
Balanced funds	<u>51,037,721</u>	<u></u>	<u></u>	<u>51,037,721</u>
Total mutual funds	144,477,101			144,477,101
Common collective trust fund		33,077,960		33,077,960
Stable value fund	<u></u>	<u>66,145,271</u>	<u></u>	<u>66,145,271</u>
Total	<u>\$ 144,477,101</u>	<u>\$ 99,223,231</u>	<u>\$</u>	<u>\$ 243,700,332</u>

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Domestic stock funds	\$ 58,630,247	\$ -	\$ -	\$ 58,630,247
Fixed income fund	22,311,039			22,311,039
Balanced funds	<u>46,810,698</u>			<u>46,810,698</u>
Total mutual funds	127,751,984	-	-	127,751,984
Common collective trust fund		30,313,036		30,313,036
Stable value fund		<u>66,691,033</u>		<u>66,691,033</u>
Total	<u>\$ 127,751,984</u>	<u>\$ 97,004,069</u>	<u>\$ -</u>	<u>\$ 224,756,053</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 21, 2012 and 2011, there were no transfers between levels.

4. INVESTMENTS

The Plan's investments that represented 5 percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
*Wells Fargo S&P 500 Index Fund G	\$33,077,960	\$30,313,036
*Wells Fargo Stable Return Fund	66,145,271	66,691,033
American Europacific Growth Fund	20,072,799	18,111,431
American Growth Fund of America Class R5 Growth Fund		15,809,451
Dodge & Cox Stock Fund	21,385,812	18,951,347
Pimco Total Return Fund	24,749,555	22,311,039
Morgan Stanley Mid Cap Growth Portfolio		12,333,069
Mainstay Large Cap Growth I	16,989,044	

*Party-in-interest

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

Domestic stock funds	\$ 7,322,220
Fixed income fund	1,320,272
Balanced funds	<u>6,258,713</u>
Total mutual funds	14,901,205
Common collective trust fund	4,750,441
Stable value fund	<u>2,517,887</u>
Net appreciation in fair value of investments	<u>\$22,169,533</u>

5. STABLE VALUE FUND

The Stable Value Fund (the "Fund") is a collective trust fund sponsored by Wells Fargo Bank, N.A. that has invested all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct either the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on the Ability of the Fund to Transact at Contract Value

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund
- Any transfer of assets from the Fund directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances That Affect the Fund — The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the Fund or the administration of the Fund that is not consented to by the wrap issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets declines. The Fund’s ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrap issuer’s ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Fund’s inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

6. NET ASSET VALUE (NAV) PER SHARE

In accordance with ASU No. 2009-12, the Plan should include disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share as of December 31, 2012 and 2011. The estimated fair value of the Stable Value Fund and the common collective trust fund is net asset value. The use of net asset value as a fair value is deemed appropriate as the Stable Value Fund and the common collective trust fund do not have a finite life, unfunded commitments or significant restrictions on redemptions.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are investment funds managed by Wells Fargo. Wells Fargo is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services for the year ended December 31, 2012 were \$148,383. Certain fees paid by the Plan for investment management services were included as a reduction of the return on each fund for the year ended December 31, 2012.

8. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. If the Plan is terminated, Company contributions will become fully vested to participants and the trustee may commence payment of benefits, pursuant to the terms of the Plan document.

9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated May 1, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. In response to certain operational issues, the Plan made corrections to participants' accounts adversely affected by the operational issues. The Plan administrator has reviewed the impact to prevent the Plan from incurring a qualification defect. The Plan administrator implemented correction action in accordance with the acceptable correction methods. The Company and the Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

10. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Wells Fargo, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certification from the trustee that such information is complete and accurate:

	2012	2011
Statements of net assets available for benefits:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments:		
*Collective investment fund	\$ 33,077,960	\$ 30,313,036
*Stable value fund**	64,280,756	65,000,719
Mutual funds	144,477,101	127,751,984
Total investments	\$ 241,835,817	\$ 223,065,739
Pending trades	\$ -	\$ (608,252)
Statement of changes in net assets — investment income:		
Net appreciation in fair value of investments	\$ 22,169,533	
Interest and dividends	2,684,466	

*Party-in-interest

**At contract value

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 3 and 4: All investment balances and investment information in the notes, with the exception of the adjustment from fair value to contract value for the stable value fund and the fair value hierarchy.

11. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Company remitted various pay periods' participant contributions of \$67,583 to the trustee on November 16, 2012, which was later than required by Department of Labor (DOL) Regulation 2510.3-102. In addition, the Company remitted various pay periods' participant contributions of \$15,489 to the trustee on various dates during the year ended December 31, 2011, which were later than required by the DOL. The Company filed Forms 5330 with the IRS and paid the required excise tax on the transactions. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

During the year ended December 31, 2012, the Company remitted certain participant contributions to the trustee later than required by the Department of Labor's Regulation 2510.3-102. The Company plans to file Forms 5330 with the IRS and pay the required excise tax on the transactions. In addition, participant accounts will be credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

12. RECONCILIATION TO FORM 5500

The following table reconciles net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per financial statements	\$ 257,206,827	\$ 237,749,187
Less deemed distributed loans	(511,015)	(563,354)
Add (less) other cash activity	-	2,604
Add adjustment from fair value to contract value for stable value fund	1,864,515	1,690,314
Less participants' receivable per financial statements	-	(1,079)
Less employer receivable per financial statements	<u>-</u>	<u>(1,181,568)</u>
Net assets available for benefits per Form 5500	<u>\$ 258,560,327</u>	<u>\$ 237,696,104</u>

For the year ended December 31, 2012, the following is a reconciliation of net investment gain per the financial statements to the Form 5500:

Total net investment gain per the financial statements	\$ 24,853,999
Add adjustment from fair value to contract value for stable value fund	1,864,515
Less other earnings adjustment	(967)
Less prior year adjustment from fair value to contract value for stable value fund	<u>(1,690,314)</u>
Total investment gain per the Form 5500	<u>\$ 25,027,233</u>

For the year ended December 31, 2012, the following is a reconciliation of contributions to the Plan per the financial statements to the Form 5500:

Participant contributions per the financial statements	\$ 19,419,391
Add prior year receivable	<u>1,079</u>
Total participant contributions per the Form 5500	<u>\$ 19,420,470</u>
Company contributions per the financial statements	\$ 5,759,649
Add prior year receivable	<u>1,181,568</u>
Total Company contributions per the Form 5500	<u>\$ 6,941,217</u>

* * * * *

SUPPLEMENTAL SCHEDULES

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN**Employer ID No: 52-2205403****Plan No: 002****FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(b) Identity of Issue, Borrower, (a) Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value ***
* Common Collective Trust Fund	Wells Fargo S&P 500 Index Fund	\$ 33,077,960
* Stable Value Fund**	Wells Fargo Stable Return Fund	64,280,756
American Europacific	Growth Fund	20,072,799
Artisan Mid Cap	Value Fund	2,292,517
Baron Growth Fund	Growth Fund	5,241
Baron Growth Fund - Ins	Growth Fund	2,624,438
Dodge & Cox	Stock Fund	21,385,812
Mainstay Large Cap Growth I	Growth Fund	16,989,044
Morgan Stanley	Mid Cap Growth Portfolio	12,589,345
Oakmark Equity & Income Fund	Class One Fund	-
Pimco Total Return Fund	Total Return Fund	24,749,555
T Rowe Price	Retirement Income Fund #145	742,650
T Rowe Price	Retirement 2005 Fund	805,187
T Rowe Price	Retirement 2010 Fund	2,028,663
T Rowe Price	Retirement 2020 Fund	6,905,650
T Rowe Price	Retirement 2025 Fund	6,246,540
T Rowe Price	Retirement 2030 Fund	4,236,792
T Rowe Price	Retirement 2035 Fund	3,544,870
T Rowe Price	Retirement 2040 Fund	1,923,775
T Rowe Price	Retirement 2045 Fund	1,496,491
T Rowe Price	Retirement 2055 Fund	594,605
T Rowe Price	Retirement 2050 Fund	1,006,895
T Rowe Price	Retirement 2015 Fund	5,152,289
* Wells Fargo	Advantage Small Cap Value	9,083,943
Total mutual funds		144,477,101
TOTAL INVESTMENTS		\$ 241,835,817
* Various participants	Participant loans (maturing 2012–2042 at interest rates of 4.25%–11%)	\$ 13,389,166

* Party-in-interest

** Stable value fund is included above at contract value, which is net of a \$1,864,515 adjustment from the fair value of \$66,145,271

*** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Independent Auditors' Report.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

Employer ID No: 52-2205403

Plan No: 002

**FORM 5500, SCHEDULE H, PART IV, QUESTION 4a — SCHEDULE OF
DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant Contributions Transferred Late to the Plan				
Check here if late participant loan contributions are included X	\$ 14,250	\$ 83,072	\$ -	\$ 83,072

See accompanying Independent Auditors' Report.

FirstGroup America, Inc. Retirement Savings Plan

Employer ID No: 52-2205403

Plan Number: 002

Financial Statements as of December 31, 2012 and
2011, and for the Year Ended December 31, 2012,
Supplemental Schedules as of and for the
Year Ended December 31, 2012, and
Independent Auditors' Report

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

Trustees and Participants of the
FirstGroup America, Inc. Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the FirstGroup America, Inc. 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 statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules listed in the Table of Contents as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

October 14, 2013

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments — at fair value:		
Common collective trust fund	33,077,960	30,313,036
Stable value fund	66,145,271	66,691,033
Mutual funds	144,477,101	127,751,984
Total investments	243,700,332	224,756,053
Receivables:		
Notes receivable from participants	13,900,181	13,500,796
Participant contributions	361,031	1,079
Company contributions	1,109,798	1,181,568
Total receivables	15,371,010	14,683,443
Total assets	259,071,342	240,047,753
PENDING TRADES	-	(608,252)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	259,071,342	239,439,501
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR STABLE VALUE FUND	(1,864,515)	(1,690,314)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$257,206,827</u>	<u>\$237,749,187</u>

See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Contributions:

Participant contributions	\$ 19,419,391
Employer contributions	5,759,649
Rollover contributions	<u>928,284</u>

Total contributions	<u>26,107,324</u>
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Investment income:

Net appreciation in fair value of investments	22,169,533
Interest and dividends	<u>2,684,466</u>

Net investment income	<u>24,853,999</u>
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Interest income on notes receivable from participants	<u>538,196</u>
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DEDUCTIONS:

Benefits paid to participants	30,558,077
Administrative expenses	<u>639,610</u>

Total deductions	<u>31,197,687</u>
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TRANSFERS OUT OF PLAN	844,192
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INCREASE IN NET ASSETS	19,457,640
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>237,749,187</u>
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End of year	<u><u>\$ 257,206,827</u></u>
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See notes to financial statements.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF THE PLAN

The following description of the FirstGroup America, Inc. Retirement Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined contribution plan covering substantially all employees of FirstGroup America, Inc. (the “Company”) who have met certain eligibility requirements, as defined by the Plan. The Company controls and manages the operations and administration of the Plan. Wells Fargo Bank N.A. (“Wells Fargo”) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 20, 2012, certain employees of the Company became participants in the ATU National 401(k) Plan (the “ATU” Plan) pursuant to a newly ratified collective bargaining agreement. The assets and participant accounts attributable to such employees were transferred to the ATU Plan during the year ended December 31, 2012 and are reflected as transfer out of the Plan on the statement of changes in net assets available for benefits for the year ended December 31, 2012.

Contributions — Each year, participants may make elective deferral contributions to the Plan on a before tax basis subject to certain Internal Revenue Code (IRC) limitations. The Company makes matching contributions and discretionary contributions to the Plan, as defined in the Plan document. Additional amounts may be contributed at the discretion of the Company. No discretionary contributions were made to the plan for the year ended December 31, 2012. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution plans.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, Company matching contribution, Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments — Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, a stable value fund, and a common collective trust fund as investment options for participants.

Vesting — Participants are immediately vested in their own contributions into the Plan. Vesting in the Company’s contributions is based on years of continuous service. Participants are generally vested in Company contributions after three years of service. Certain participants that are covered under a collectively bargained agreement are fully vested upon completion of a one year period of service. Participants who were employed by the Company and participated in a legacy plan that merged into the Plan, and who continue to be employed by the Company, shall be fully invested in their legacy plan account balances.

Notes Receivable from Participants — Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50% of their account balances, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2012, participant loans have maturities through 2042 at interest rates ranging from 4.25 percent to 11.00 percent.

In-Service Withdrawals — Prior to termination of employment, participants may make hardship withdrawals or withdrawals upon attainment of age 59 and one half, in accordance with the Plan agreement.

Payment of Benefits — Participants become eligible for benefit payments upon termination of employment, retirement, or death. In the event of a participant's death, payment will be made to designated beneficiaries. Upon termination of employment or retirement a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts — At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$222,382 and \$140,296, respectively. These accounts will be used to pay Plan administrative expenses, reduce future Company matching contributions, and reduce Company discretionary contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, a common collective trust fund, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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 3 for discussion on fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits that is attributable to fully benefit-responsive investment contracts. Contract value is the amount Plan participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis.

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

Management fees and operating expenses charged to the Plan for investments in the mutual funds, the stable value fund and the common collective trust fund are deducted from income on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Cash and Cash Equivalents — The Plan classifies short-term, highly liquid investments with maturities of three months or less at the time of purchase as cash and cash equivalents. These investments are recorded at cost which approximates fair value.

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

Administrative Expenses — Administrative expenses of the Plan are paid by the Company or the Plan as provided in the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid at December 31, 2012.

Subsequent Events — Subsequent events were evaluated through October 14, 2013 the date the financial statements were available to be issued.

New Accounting Standards — The accounting standard initially adopted in 2012 is described below.

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended December 31, 2012. ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides 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, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation techniques maximize the use of relevant 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 and 2011.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities.

Common Collective Trust Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012 and 2011.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2012 Total
Domestic stock funds	\$ 68,689,825	\$	\$	\$ 68,689,825
Fixed income fund	24,749,555			24,749,555
Balanced funds	<u>51,037,721</u>	<u></u>	<u></u>	<u>51,037,721</u>
Total mutual funds	144,477,101			144,477,101
Common collective trust fund		33,077,960		33,077,960
Stable value fund	<u></u>	<u>66,145,271</u>	<u></u>	<u>66,145,271</u>
Total	<u>\$ 144,477,101</u>	<u>\$ 99,223,231</u>	<u>\$</u>	<u>\$ 243,700,332</u>

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Domestic stock funds	\$ 58,630,247	\$ -	\$ -	\$ 58,630,247
Fixed income fund	22,311,039			22,311,039
Balanced funds	<u>46,810,698</u>	<u> </u>	<u> </u>	<u>46,810,698</u>
Total mutual funds	127,751,984	-	-	127,751,984
Common collective trust fund		30,313,036		30,313,036
Stable value fund	<u> </u>	<u>66,691,033</u>	<u> </u>	<u>66,691,033</u>
Total	<u>\$ 127,751,984</u>	<u>\$ 97,004,069</u>	<u>\$ -</u>	<u>\$ 224,756,053</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 21, 2012 and 2011, there were no transfers between levels.

4. INVESTMENTS

The Plan's investments that represented 5 percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
*Wells Fargo S&P 500 Index Fund G	\$33,077,960	\$30,313,036
*Wells Fargo Stable Return Fund	66,145,271	66,691,033
American Europacific Growth Fund	20,072,799	18,111,431
American Growth Fund of America Class R5 Growth Fund		15,809,451
Dodge & Cox Stock Fund	21,385,812	18,951,347
Pimco Total Return Fund	24,749,555	22,311,039
Morgan Stanley Mid Cap Growth Portfolio		12,333,069
Mainstay Large Cap Growth I	16,989,044	

*Party-in-interest

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

Domestic stock funds	\$ 7,322,220
Fixed income fund	1,320,272
Balanced funds	<u>6,258,713</u>
Total mutual funds	14,901,205
Common collective trust fund	4,750,441
Stable value fund	<u>2,517,887</u>
Net appreciation in fair value of investments	<u>\$22,169,533</u>

5. STABLE VALUE FUND

The Stable Value Fund (the "Fund") is a collective trust fund sponsored by Wells Fargo Bank, N.A. that has invested all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct either the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on the Ability of the Fund to Transact at Contract Value

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund
- Any transfer of assets from the Fund directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances That Affect the Fund — The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the Fund or the administration of the Fund that is not consented to by the wrap issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets declines. The Fund’s ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer’s ability to meet their financial obligations. The wrap issuer’s ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Fund’s inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

6. NET ASSET VALUE (NAV) PER SHARE

In accordance with ASU No. 2009-12, the Plan should include disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share as of December 31, 2012 and 2011. The estimated fair value of the Stable Value Fund and the common collective trust fund is net asset value. The use of net asset value as a fair value is deemed appropriate as the Stable Value Fund and the common collective trust fund do not have a finite life, unfunded commitments or significant restrictions on redemptions.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are investment funds managed by Wells Fargo. Wells Fargo is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services for the year ended December 31, 2012 were \$148,383. Certain fees paid by the Plan for investment management services were included as a reduction of the return on each fund for the year ended December 31, 2012.

8. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. If the Plan is terminated, Company contributions will become fully vested to participants and the trustee may commence payment of benefits, pursuant to the terms of the Plan document.

9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated May 1, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. In response to certain operational issues, the Plan made corrections to participants' accounts adversely affected by the operational issues. The Plan administrator has reviewed the impact to prevent the Plan from incurring a qualification defect. The Plan administrator implemented correction action in accordance with the acceptable correction methods. The Company and the Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

10. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Wells Fargo, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certification from the trustee that such information is complete and accurate:

	2012	2011
Statements of net assets available for benefits:		
Cash and cash equivalents	\$ -	\$ 608,257
Investments:		
*Collective investment fund	\$ 33,077,960	\$ 30,313,036
*Stable value fund**	64,280,756	65,000,719
Mutual funds	144,477,101	127,751,984
Total investments	\$ 241,835,817	\$ 223,065,739
Pending trades	\$ -	\$ (608,252)
Statement of changes in net assets — investment income:		
Net appreciation in fair value of investments	\$ 22,169,533	
Interest and dividends	2,684,466	

*Party-in-interest

**At contract value

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 3 and 4: All investment balances and investment information in the notes, with the exception of the adjustment from fair value to contract value for the stable value fund and the fair value hierarchy.

11. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Company remitted various pay periods' participant contributions of \$67,583 to the trustee on November 16, 2012, which was later than required by Department of Labor (DOL) Regulation 2510.3-102. In addition, the Company remitted various pay periods' participant contributions of \$15,489 to the trustee on various dates during the year ended December 31, 2011, which were later than required by the DOL. The Company filed Forms 5330 with the IRS and paid the required excise tax on the transactions. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

During the year ended December 31, 2012, the Company remitted certain participant contributions to the trustee later than required by the Department of Labor's Regulation 2510.3-102. The Company plans to file Forms 5330 with the IRS and pay the required excise tax on the transactions. In addition, participant accounts will be credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

12. RECONCILIATION TO FORM 5500

The following table reconciles net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per financial statements	\$ 257,206,827	\$ 237,749,187
Less deemed distributed loans	(511,015)	(563,354)
Add (less) other cash activity	-	2,604
Add adjustment from fair value to contract value for stable value fund	1,864,515	1,690,314
Less participants' receivable per financial statements	-	(1,079)
Less employer receivable per financial statements	<u>-</u>	<u>(1,181,568)</u>
Net assets available for benefits per Form 5500	<u>\$ 258,560,327</u>	<u>\$ 237,696,104</u>

For the year ended December 31, 2012, the following is a reconciliation of net investment gain per the financial statements to the Form 5500:

Total net investment gain per the financial statements	\$ 24,853,999
Add adjustment from fair value to contract value for stable value fund	1,864,515
Less other earnings adjustment	(967)
Less prior year adjustment from fair value to contract value for stable value fund	<u>(1,690,314)</u>
Total investment gain per the Form 5500	<u>\$ 25,027,233</u>

For the year ended December 31, 2012, the following is a reconciliation of contributions to the Plan per the financial statements to the Form 5500:

Participant contributions per the financial statements	\$ 19,419,391
Add prior year receivable	<u>1,079</u>
Total participant contributions per the Form 5500	<u>\$ 19,420,470</u>
Company contributions per the financial statements	\$ 5,759,649
Add prior year receivable	<u>1,181,568</u>
Total Company contributions per the Form 5500	<u>\$ 6,941,217</u>

* * * * *

SUPPLEMENTAL SCHEDULES

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

Employer ID No: 52-2205403

Plan No: 002

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(b) Identity of Issue, Borrower, (a) Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(e) Current Value ***
* Common Collective Trust Fund	Wells Fargo S&P 500 Index Fund	\$ 33,077,960
* Stable Value Fund**	Wells Fargo Stable Return Fund	64,280,756
American Europacific	Growth Fund	20,072,799
Artisan Mid Cap	Value Fund	2,292,517
Baron Growth Fund	Growth Fund	5,241
Baron Growth Fund - Ins	Growth Fund	2,624,438
Dodge & Cox	Stock Fund	21,385,812
Mainstay Large Cap Growth I	Growth Fund	16,989,044
Morgan Stanley	Mid Cap Growth Portfolio	12,589,345
Oakmark Equity & Income Fund	Class One Fund	-
Pimco Total Return Fund	Total Return Fund	24,749,555
T Rowe Price	Retirement Income Fund #145	742,650
T Rowe Price	Retirement 2005 Fund	805,187
T Rowe Price	Retirement 2010 Fund	2,028,663
T Rowe Price	Retirement 2020 Fund	6,905,650
T Rowe Price	Retirement 2025 Fund	6,246,540
T Rowe Price	Retirement 2030 Fund	4,236,792
T Rowe Price	Retirement 2035 Fund	3,544,870
T Rowe Price	Retirement 2040 Fund	1,923,775
T Rowe Price	Retirement 2045 Fund	1,496,491
T Rowe Price	Retirement 2055 Fund	594,605
T Rowe Price	Retirement 2050 Fund	1,006,895
T Rowe Price	Retirement 2015 Fund	5,152,289
* Wells Fargo	Advantage Small Cap Value	9,083,943
Total mutual funds		144,477,101
TOTAL INVESTMENTS		\$ 241,835,817
* Various participants	Participant loans (maturing 2012–2042 at interest rates of 4.25%–11%)	\$ 13,389,166

* Party-in-interest

** Stable value fund is included above at contract value, which is net of a \$1,864,515 adjustment from the fair value of \$66,145,271

*** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Independent Auditors' Report.

FIRSTGROUP AMERICA, INC. RETIREMENT SAVINGS PLAN

Employer ID No: 52-2205403

Plan No: 002

**FORM 5500, SCHEDULE H, PART IV, QUESTION 4a — SCHEDULE OF
DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant Contributions Transferred Late to the Plan				
Check here if late participant loan contributions are included X	\$ 14,250	\$ 83,072	\$ -	\$ 83,072

See accompanying Independent Auditors' Report.