Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE BROE GROUP 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

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

THE BROE GROUP

252 CLAYTON STREET 4TH FLOOR
DENVER, CO 80206

2b Employer Identification Number (EIN) 84-1568327

2c Sponsor's telephone number 303-398-4567

2d Business code (see instructions) 482110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	BRAD MARSH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	766
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**	695
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	114
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	809
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	809
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	686
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	38
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 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
THE BROE GROUP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1568327

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

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
42-0127290	61271	610337	0	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
5494	4139

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

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

LOCKTON FINANCIAL ADVISORS LLC
C/O UMB BANK
PO BOX 878188
KANSAS CITY, MO 64187-8818

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
5494	4139	PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)

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
THE BROE GROUP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1568327

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN CENTURY INVESTMENTS

44-6006315

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

BLACKROCK

04-6171663

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

COLUMBIA

93-0577450

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

GOLDMAN SACHS

13-5108880

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

HARBOR

04-2679462

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

HEARTLAND

39-1572323

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

JPMORGAN

13-2624428

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

JANUS

43-1804048

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

NUVEEN

36-3817266

(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

PRINCIPAL FUNDS

42-1520346

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

PRUDENTIAL INVESTMENTS

22-3703799

(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

VANGUARD

23-1945930

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

KEYBANK EB MGD GUAR INV CONTRACT

34-6903863

(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

(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 37 50 62 64	SERVICE PROVIDER	9666	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 37 50 64	CONTRACT ADMINISTRATOR	27219	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE BROE GROUP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1568327

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RVST STABLE CAPITAL FUND D

b Name of sponsor of entity listed in (a): AMERIPRISE TRUST COMPANY

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)
41-0007957-062	C	1606072

a Name of MTIA, CCT, PSA, or 103-12 IE: KEYBANK EB MGD GUAR INV CNTRCT

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

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)
34-6906863-002	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-026	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP GROWTH SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-018	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-016	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-005	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-015	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-076	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-078	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP BLEND II SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-065	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-021	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-070	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R4

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of 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
THE BROE GROUP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1568327

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		235
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	273061	380659
(9) Value of interest in common/collective trusts	1c(9)	1644349	1606072
(10) Value of interest in pooled separate accounts	1c(10)	5724380	0
(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)	952150	8393848
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	8593940	10380814
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8593940	10380814

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	322852	
	(B) Participants	2a(1)(B)	1254742	
	(C) Others (including rollovers)	2a(1)(C)	80807	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1658401
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)	15302	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15302
	(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)	254902	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		254902
	(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)		25442
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		602782
(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)		161852
c Other income	2c		-29692
d Total income. Add all **income** amounts in column (b) and enter total	2d		2688989

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	839906	
(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)		839906
f Corrective distributions (see instructions)	2f		25323
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	36886	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36886
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		902115

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		1786874
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: KPMG LLP **(2)** EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		172810
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE BROE GROUP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1568327

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133 42-0127290

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

THE BROE GROUP 401(k) PROFIT SHARING PLAN

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KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Broe Group 401(k) Retirement Plan Committee:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Broe Group 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 4, which was certified by Principal Trust Company and Wells Fargo Institutional Retirement & Trust, the custodians 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 Wells Fargo Institutional Retirement & Trust held the Plan's investment assets and executed investment transactions from October 5, 2012 to December 31, 2012, and that Principal Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period January 1, 2011 to October 4, 2012. The plan administrator has obtained a certification from Wells Fargo Institutional Retirement & Trust as of December 31, 2012, and for the period October 5, 2012 to December 31, 2012, and certifications from Principal Trust Company as of October 4, 2012 and for the period January 1, 2012 to October 4, 2012, and as of and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

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, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, Line 4i – Schedule of Assets (Held At End of Year), as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and 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 DOL 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 custodians, 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.

KPMG LLP

Denver, Colorado
October 11, 2013

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value:		
Mutual funds	$ 8,394,083	952,150
Pooled separate accounts	—	5,724,380
Common collective trust	1,606,072	1,644,349
Total investments	10,000,155	8,320,879
Notes receivable from participants	380,659	273,061
Total assets	10,380,814	8,593,940
Liabilities:		
Excess contributions payable to participants	10,592	25,323
Total liabilities	10,592	25,323
Net assets available for benefits at fair value	10,370,222	8,568,617
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(44,492)	(42,156)
Net assets available for plan benefits	$ 10,325,730	8,526,461

See accompanying notes to financial statements.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

		2012	2011
Investment income (loss):			
Interest and dividend income	$	295,347	55,684
Net realized and unrealized appreciation (depreciation) in fair value of investments		732,905	(160,540)
Total investment income (loss)		1,028,252	(104,856)
Contributions:			
Participants		1,254,742	882,016
Employer, net of forfeitures		322,852	186,339
Rollovers		80,807	77,655
Total contributions		1,658,401	1,146,010
Deductions:			
Distributions to participants		839,906	964,133
Corrective distributions		10,592	25,191
Deemed distributions		—	5,987
Other participant expenses		36,886	23,406
Total deductions		887,384	1,018,717
Net increase		1,799,269	22,437
Net assets available for plan benefits:			
Beginning of year		8,526,461	8,504,024
End of year	$	10,325,730	8,526,461

See accompanying notes to financial statements.

(1) Description of Plan

The following description of The Broe Group 401(k) Profit Sharing Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering employees of Broe Management Companies, LLC dba The Broe Group (the Company) who are 21 years or older and have completed 90 days of service. Employees subject to a collective bargaining agreement that permits them to participate in a 401(k) plan sponsored by their union are excluded from participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Company administers the Plan. During October 2012, the Plan changed custodians from Principal Trust Company (Principal) to Wells Fargo Institutional Retirement & Trust (Wells Fargo), which serves as custodian, manages plan assets, and maintains the Plan's records.

Wells Fargo offers plan participants a variety of investment options through various mutual funds and a common collective trust. Individual accounts are invested in the various investment options at the direction of the participants.

(b) Contributions

Eligible participants are entitled to contribute an amount not to exceed 100% of their annual salary limited to established Internal Revenue Service (IRS) guidelines ($17,000 ($22,500 if age 50 or older) in calendar years 2012 and $16,500 ($22,000 if age 50 or older) in 2011). The Company can elect to make matching contributions based on a percentage of participants' elective deferrals. For the years ended December 31, 2012 and 2011, the Company made matching contributions equal to 50% of the first 3% of elective deferrals per paycheck, not annualized.

A discretionary profit sharing contribution to the Plan is determined annually by the directors of the Company. The contributions are allocated to participants' accounts in the proportion that each participant's compensation bears to the total participants' compensation. The Company did not make any discretionary contributions to the Plan for the years ended December 31, 2012 and 2011.

(c) Participant Accounts

An individual account is maintained for each participant. The account is increased by the Company's contributions, employee's contributions, and allocations of plan earnings (losses). Employee and employer contributions are allocated based upon the participant's investment elections. Participant earnings (losses) are based upon the results of the investment options the participant has selected.

(d) Vesting

Participants in the Plan are fully vested in their own contributions and the earnings or losses thereon.

Any employer contributions and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of service	Vested interest
Less than 1	—%
1	25
2	50
3	75
4 or more	100

A participant's account becomes 100% vested upon death, attaining normal retirement age (the age of 65 or, if later, the fifth anniversary date of the first day of the plan year in which the participant entered the Plan), retirement due to disability, or if the Plan is terminated.

(e) Distributions

Upon termination, death, disability, or attaining normal retirement age, a participant or his/her beneficiary may elect to receive a lump-sum amount equal to the value of the participant's vested account balance. Distributions are mandatory if the participant's vested account balance is less than $5,000, and payment of balances less than $1,000 will be made in a lump sum if the participant does not elect a distribution. In the event of a mandatory distribution where the participant balance is greater than $1,000 and less than $5,000 and the participant has not elected a distribution, the account balance will be paid as a distribution to an individual retirement account (IRA) plan established for the participant and maintained by the custodian. If the participant's vested account balance is greater than or equal to $5,000, the Plan will commence distribution at the time the participant elects. Certain terminated participants maintain vested balances in the Plan and continue to share in investment income and losses. In-service withdrawals are allowed with notice of hardship, subject to certain restrictions.

(f) Notes Receivable from Participants

Participants are allowed to borrow from their accounts up to 50% of their vested account balance, not to exceed $50,000 and reduced by the highest outstanding loan amount in the previous 12 months. Additionally, the minimum loan amount is $1,000. Participants may have one loan outstanding at a time. Plan loans bear an interest rate that the plan administrator deems to be reasonable. The interest rate is equal to the prime interest rate published in the *Wall Street Journal* + 1%, as of the first business day of the month in which the loan is made. The loan term may be no more than five years, except if the loan is made for the purchase of the participant's principal residence, in which case it may be no longer than 30 years. As of December 31, 2012 and 2011, interest rates on notes receivable range from 4.25% to 9.25%.

(g) Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $25,880 and $25,136, respectively. These amounts will be used in the next plan year to pay reasonable Plan expenses first

and then to reduce future employer contributions. During the years ended December 31, 2012 and 2011, forfeitures of $10,759 and $40,680, respectively, were used to offset employer contributions.

(h) Plan Termination

Although the Company has not expressed any intent to do so, it retains the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan participants will become fully vested in their accounts and the Plan's trustee would distribute the assets in the Plan to participants.

(i) Other Participant Expenses

Substantially all costs and expenses, such as investment management and trustee fees, incurred in connection with operating the Plan, are shared by the Company and the participants.

(j) Plan Merger

During September 2013, the Great Western Oil & Gas Co LLC 401(k) Profit Sharing Plan & Trust merged into the Broe Group 401(k) Profit Sharing Plan (the Plan), with the Plan as the surviving and continuing plan. As a result, assets of approximately $155,161 were transferred into the Plan in September 2013.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan present the net assets available for plan benefits and the changes in those net assets using the accrual basis of accounting.

(b) Valuation of Investments and Income Recognition

Investments in mutual funds are stated at fair value, which is based on quoted market prices that represent the net asset value (NAV) of shares held by the Plan at year-end.

Pooled separate accounts are recorded at fair value based on quoted market prices of the securities underlying the accounts. As of December 31, 2012, the Plan does not have any pooled separate account assets.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments as based on a discounted cash flow model, which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in various investment contracts through a common collective trust. Contract value for this common collective trust is based

on the NAV of the fund as reported by the investment advisor. The statements of net assets available for plan benefits present the fair value of the investment in the common collective trust as well as the adjustment of the investment in the common collective trust from fair value to contract value relating to the investment contracts. The statements of net assets available for plan benefits are prepared on a contract value basis.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. The net depreciation or appreciation in fair value of investments (net realized and unrealized gains or losses) is reflected in the accompanying statements of changes in net assets available for plan benefits and is determined as the difference between the market value at the beginning of the year (or date purchased during the year) and selling price or year-end market value.

(c) Use of Estimates

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

(d) Distributions to Participants

Distributions to participants are recorded when paid.

(e) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as a distribution based upon the terms of the plan document.

(3) Income Tax Status

The Company adopted a prototype plan, which has received an opinion letter from the IRS dated March 31, 2008, which stated that the prototype plan document, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the IRC. Therefore, the plan administrator believes the Plan was qualified and the related trust was tax-exempt as of December 31, 2012 and 2011.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax 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 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

(4) Information Certified by the Plan's Custodians

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the custodians:

a. Investments in mutual funds and pooled separate accounts as shown in the accompanying statements of net assets available for plan benefits of $8,394,083 and $8,320,879 as of December 31, 2012 and 2011, respectively;

b. Notes receivable from participants as shown in the accompanying statements of net assets available for plan benefits of $308,659 and $273,061 as of December 31, 2012 and 2011, respectively;

c. Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts as shown in the accompanying statements of net assets available for plan benefits $(42,156) as of December 31, 2011.

d. Total investment income (loss) as shown in the accompanying statements of changes in net assets available for plan benefits of $1,028,252 and $(104,856) for the years ended December 31, 2012 and 2011, respectively;

e. Investment information included in this note and note 5 as of and for the years ended December 31, 2012 and 2011; and

f. Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012.

The fair values of individual investments that represent 5% or more of the Plan's net assets available for plan benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
Common Collective Trust:		
KeyBank EB Mgd Guar Inv Cntrct	$ —	1,644,349
TR C/RVST Stable Cap Fund D	1,606,072	—
Pooled Separate Accounts:		
Principal Large-Cap Growth Sep Acct	—	787,987
Principal Bon and Mortgage Sep Acct	—	575,488
Principal Diversified Int'l Sep Acct	—	471,363
Principal Large-Cap S&P 500 Index Sep Acct	—	674,446
Principal Mid-Cap Growth III Sep Acct	—	818,426
Mutual Funds:		
Vanguard 500 Index (Signal)	802,950	—
Principal Large Cap Growth I R5	870,837	—
BlackRock High Yield Port (Inv A)	673,007	—
Harbor International Fund (Instl)	799,506	—
Wells Fargo Advantage DJ Target 2020 I	612,610	—
Prudential Jennison Mid-Cap Growth Fd Z	855,533	—
Wells Fargo Advantage DJ Target 2030 I	566,108	—

(Continued)

During 2012, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $732,905. During 2011, the Plan's mutual funds and pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $36,308 and $124,232, respectively. As of December 31, 2012, the Plan does not have any pooled separate account assets.

(5) Fair Value Measurements

Investments are categorized using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets, or liabilities.
- Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Certain investments are reported at fair value on a recurring basis in the statements of net assets available for plan benefits. The following methods and assumptions were used to estimate the fair values:

Mutual funds – These investments consist of various publicly traded mutual funds. The fair values are based on quoted market prices that represent the NAV, resulting in a Level 1 classification.

Common collective trust – These investments are public investment vehicles valued using a discounted cash flow model, which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities, resulting in a Level 2 classification.

Pooled separate accounts – These investments generally consist of a variety of underlying investments such as equities, preferred stock, bonds, real estate, and mutual funds. The NAV of these pooled separate accounts is based on the market value of the underlying investments. Most of the Plan's pooled separate accounts are considered to have Level 2 pricing inputs as the underlying investments either have quoted prices in active markets or have similar assets with quoted prices in active markets. In 2011, the Principal US Property Separate Account invested mainly in commercial real estate and included mortgage loans, which were backed by the associated properties; as these underlying real estate investments had unobservable Level 3 pricing inputs, the related pooled separate account was considered to have Level 3 pricing inputs. In 2012, the Plan did not have any pooled separate account assets.

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

Assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2012:

	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Unobservable inputs (Level 3)	Total
Mutual funds	$ 8,394,083	—	—	8,394,083
Common collective trust	—	1,606,072	—	1,606,072
Total assets at fair value	$ 8,394,083	1,606,072	—	10,000,155

Assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2011:

	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Unobservable inputs (Level 3)	Total
Mutual funds	$ 952,150	—	—	952,150
Pooled separate accounts	—	5,639,369	85,011	5,724,380
Common collective trust	—	1,644,349	—	1,644,349
Total assets at fair value	$ 952,150	7,283,718	85,011	8,320,879

The following is a reconciliation of the beginning and ending balances for the pooled separate account assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2012 and 2011:

	2012	2011
Beginning balance	$ 85,011	119,196
Total realized and unrealized gains, net	9	3,256
Sales	(85,020)	(37,441)
Ending balance	$ —	85,011

As of December 31, 2012, the Plan does not have any pooled separate account assets.

(Continued)

Changes in Fair Value 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. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2 and 3. Amounts included in the pooled separate accounts at December 31, 2011 were reinvested into other Level 1 investments during 2012.

(6) Reconciliation of Financial Statements to the Form 5500

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

	2012	2011
Net assets available for plan benefits per the financial statements	$ 10,325,730	8,526,461
Plus payable to participants	10,592	25,323
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	44,492	42,156
Net assets available for plan benefits per the Form 5500 (unaudited)	$ 10,380,814	8,593,940

The following is a reconciliation of investment income (loss) per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total investment income per the financial statements	$ 1,028,252
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – current year	44,492
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – prior year	(42,156)
Total investment income per the Form 5500 (unaudited)	$ 1,030,588

The following is a reconciliation of corrective distributions for the year ended December 31, 2012 to the Form 5500:

Corrective distributions per the financial statements	$ 10,592
Less December 31, 2012 payable to participants	(10,592)
Plus December 31, 2011 payable to participants	25,323
Corrective distributions per the Form 5500 (unaudited)	$ 25,323

(Continued)

(7) Risks and Uncertainties

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

The Plan provides the participants the ability to invest in various mutual funds and a common collective trust that may, in turn, invest in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations, and commercial mortgage-backed securities, and could potentially include securities backed by subprime mortgage loans. The value, liquidity, and related income of those securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(8) Related-Party Transactions

The Plan invests in shares of mutual funds, and a common collective trust managed by an affiliate of Principal until October 4, 2012, and now managed by an affiliate of Wells Fargo. Principal and Wells Fargo, as appropriate, act as custodians for those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions.

(9) Nonexempt Transactions

For the year ended December 31, 2012, as reported on schedule H, line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 CFR 2510.3-102, thus constituting nonexempt transactions between the Plan and the Company. There were no delinquent contributions requiring compensation of lost earnings or restoration of profits for the plan year ended December 31, 2011.

(10) Subsequent Events

The plan administrator has evaluated subsequent events through October 11, 2013, the date the financial statements were issued. Based on this evaluation, no matters were identified that the plan administrator believes require additional disclosure or modification to the financial statements as issued.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

	Participant contributions transferred late to plan Check here if late participant loan repayments are included: ☑	Total that constitutes nonexempt prohibited transactions			Total fully corrected under VFCP and PTE-2002-51
		Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
$	172,810	—	—	—	172,810

See accompanying independent auditors' report.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

	Identity of issuer, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Shares/ units	Current value
		Mutual funds:		
	Janus	Janus Triton T	10,916	196,946
	American Century Investments	Amer Cent Eq Income	40,236	314,642
	Heartland Funds	Heartland Value Plus	3,001	89,087
	JP Morgan	JP Morgan US Equity R5	23,265	261,264
	Vanguard	Vanguard 500 Index (Signal)	7,399	802,950
	JP Morgan	JP Morgan Large Cap Growth R5	8,558	205,905
	Columbia Funds	Columbia Acorn International Z	1,881	76,802
	PIMCO	PIMCO Total Return Fund (Inst)	8,302	93,317
	Principal Life Insurance Company	Principal Large Cap Growth I R5	89,962	870,837
	T Rowe Price	T. Rowe Price Equity Income Fund	4,577	121,071
	BlackRock	BlackRock High Yield Port (Inv A)	83,190	673,007
	Harbor Funds	Harbor International Fund (Instl)	12,870	799,506
	Vanguard	Vanguard Small-Cap Index (Signal)	8,050	281,103
	Goldman Sachs	Goldman Sachs Midcap Value Fund (I)	939	36,876
	Nuveen	Nuveen Real Estate Securities Fund A	8,095	170,149
	Vanguard	Vanguard Mid-Cap Index Fund (Signal)	11,018	354,573
	American Century Investments	American Century Diversified Bond Inv	15,070	168,035
*	Wells Fargo	Wells Fargo Advantage DJ Target Today	4,593	50,886
*	Wells Fargo	Wells Fargo Advantage DJ Target 2010 I	5,935	79,406
*	Wells Fargo	Wells Fargo Advantage DJ Target 2020 I	42,249	612,610
*	Wells Fargo	Wells Fargo Advantage DJ Target 2030 I	37,148	556,108
*	Wells Fargo	Wells Fargo Advantage DJ Target 2040 I	22,259	366,607
*	Wells Fargo	Wells Fargo Advantage DJ Target 2050 I	38,538	356,863
	Prudential	Prudential Jennison Mid-Cap Growth Fd Z	26,389	855,533
		Total mutual funds		8,394,083
		Common collective trust:		
	Ameriprise Trust Company	TR C/RVST Stable Cap Fund D	139,054	1,606,072
*	Various plan participants	Notes receivable from participants (interest rates ranging from 4.25% to 9.25% with various maturity dates)		380,659
		Total assets		$ 10,380,814

* Represents a party in interest.

See accompanying independent auditors' report.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

	Identity of issuer, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Shares/ units	Current value
		Mutual funds:		
	Janus	Janus Triton T	10,916	196,946
	American Century Investments	Amer Cent Eq Income	40,236	314,642
	Heartland Funds	Heartland Value Plus	3,001	89,087
	JP Morgan	JP Morgan US Equity R5	23,265	261,264
	Vanguard	Vanguard 500 Index (Signal)	7,399	802,950
	JP Morgan	JP Morgan Large Cap Growth R5	8,558	205,905
	Columbia Funds	Columbia Acorn International Z	1,881	76,802
	PIMCO	PIMCO Total Return Fund (Inst)	8,302	93,317
	Principal Life Insurance Company	Principal Large Cap Growth I R5	89,962	870,837
	T Rowe Price	T. Rowe Price Equity Income Fund	4,577	121,071
	BlackRock	BlackRock High Yield Port (Inv A)	83,190	673,007
	Harbor Funds	Harbor International Fund (Instl)	12,870	799,506
	Vanguard	Vanguard Small-Cap Index (Signal)	8,050	281,103
	Goldman Sachs	Goldman Sachs Midcap Value Fund (I)	939	36,876
	Nuveen	Nuveen Real Estate Securities Fund A	8,095	170,149
	Vanguard	Vanguard Mid-Cap Index Fund (Signal)	11,018	354,573
	American Century Investments	American Century Diversified Bond Inv	15,070	168,035
*	Wells Fargo	Wells Fargo Advantage DJ Target Today	4,593	50,886
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*	Wells Fargo	Wells Fargo Advantage DJ Target 2020 I	42,249	612,610
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*	Wells Fargo	Wells Fargo Advantage DJ Target 2050 I	38,538	356,863
	Prudential	Prudential Jennison Mid-Cap Growth Fd Z	26,389	855,533
		Total mutual funds		8,394,083
		Common collective trust:		
	Ameriprise Trust Company	TR C/RVST Stable Cap Fund D	139,054	1,606,072
*	Various plan participants	Notes receivable from participants (interest rates ranging from 4.25% to 9.25% with various maturity dates)		380,659
		Total assets		$ 10,380,814

* Represents a party in interest.

See accompanying independent auditors' report.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

THE BROE GROUP 401(k) PROFIT SHARING PLAN

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KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Broe Group 401(k) Retirement Plan Committee:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Broe Group 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 4, which was certified by Principal Trust Company and Wells Fargo Institutional Retirement & Trust, the custodians 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 Wells Fargo Institutional Retirement & Trust held the Plan's investment assets and executed investment transactions from October 5, 2012 to December 31, 2012, and that Principal Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period January 1, 2011 to October 4, 2012. The plan administrator has obtained a certification from Wells Fargo Institutional Retirement & Trust as of December 31, 2012, and for the period October 5, 2012 to December 31, 2012, and certifications from Principal Trust Company as of October 4, 2012 and for the period January 1, 2012 to October 4, 2012, and as of and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

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, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, Line 4i – Schedule of Assets (Held At End of Year), as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and 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 DOL 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 custodians, 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.

KPMG LLP

Denver, Colorado
October 11, 2013

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value:		
Mutual funds	$ 8,394,083	952,150
Pooled separate accounts	—	5,724,380
Common collective trust	1,606,072	1,644,349
Total investments	10,000,155	8,320,879
Notes receivable from participants	380,659	273,061
Total assets	10,380,814	8,593,940
Liabilities:		
Excess contributions payable to participants	10,592	25,323
Total liabilities	10,592	25,323
Net assets available for benefits at fair value	10,370,222	8,568,617
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(44,492)	(42,156)
Net assets available for plan benefits	$ 10,325,730	8,526,461

See accompanying notes to financial statements.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

		2012	2011
Investment income (loss):			
Interest and dividend income	$	295,347	55,684
Net realized and unrealized appreciation (depreciation) in fair value of investments		732,905	(160,540)
Total investment income (loss)		1,028,252	(104,856)
Contributions:			
Participants		1,254,742	882,016
Employer, net of forfeitures		322,852	186,339
Rollovers		80,807	77,655
Total contributions		1,658,401	1,146,010
Deductions:			
Distributions to participants		839,906	964,133
Corrective distributions		10,592	25,191
Deemed distributions		—	5,987
Other participant expenses		36,886	23,406
Total deductions		887,384	1,018,717
Net increase		1,799,269	22,437
Net assets available for plan benefits:			
Beginning of year		8,526,461	8,504,024
End of year	$	10,325,730	8,526,461

See accompanying notes to financial statements.

(1) Description of Plan

The following description of The Broe Group 401(k) Profit Sharing Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering employees of Broe Management Companies, LLC dba The Broe Group (the Company) who are 21 years or older and have completed 90 days of service. Employees subject to a collective bargaining agreement that permits them to participate in a 401(k) plan sponsored by their union are excluded from participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Company administers the Plan. During October 2012, the Plan changed custodians from Principal Trust Company (Principal) to Wells Fargo Institutional Retirement & Trust (Wells Fargo), which serves as custodian, manages plan assets, and maintains the Plan's records.

Wells Fargo offers plan participants a variety of investment options through various mutual funds and a common collective trust. Individual accounts are invested in the various investment options at the direction of the participants.

(b) Contributions

Eligible participants are entitled to contribute an amount not to exceed 100% of their annual salary limited to established Internal Revenue Service (IRS) guidelines ($17,000 ($22,500 if age 50 or older) in calendar years 2012 and $16,500 ($22,000 if age 50 or older) in 2011). The Company can elect to make matching contributions based on a percentage of participants' elective deferrals. For the years ended December 31, 2012 and 2011, the Company made matching contributions equal to 50% of the first 3% of elective deferrals per paycheck, not annualized.

A discretionary profit sharing contribution to the Plan is determined annually by the directors of the Company. The contributions are allocated to participants' accounts in the proportion that each participant's compensation bears to the total participants' compensation. The Company did not make any discretionary contributions to the Plan for the years ended December 31, 2012 and 2011.

(c) Participant Accounts

An individual account is maintained for each participant. The account is increased by the Company's contributions, employee's contributions, and allocations of plan earnings (losses). Employee and employer contributions are allocated based upon the participant's investment elections. Participant earnings (losses) are based upon the results of the investment options the participant has selected.

(d) Vesting

Participants in the Plan are fully vested in their own contributions and the earnings or losses thereon.

Any employer contributions and the earnings or losses thereon not fully vested when contributed will vest as follows:

Years of service	Vested interest
Less than 1	—%
1	25
2	50
3	75
4 or more	100

A participant's account becomes 100% vested upon death, attaining normal retirement age (the age of 65 or, if later, the fifth anniversary date of the first day of the plan year in which the participant entered the Plan), retirement due to disability, or if the Plan is terminated.

(e) Distributions

Upon termination, death, disability, or attaining normal retirement age, a participant or his/her beneficiary may elect to receive a lump-sum amount equal to the value of the participant's vested account balance. Distributions are mandatory if the participant's vested account balance is less than $5,000, and payment of balances less than $1,000 will be made in a lump sum if the participant does not elect a distribution. In the event of a mandatory distribution where the participant balance is greater than $1,000 and less than $5,000 and the participant has not elected a distribution, the account balance will be paid as a distribution to an individual retirement account (IRA) plan established for the participant and maintained by the custodian. If the participant's vested account balance is greater than or equal to $5,000, the Plan will commence distribution at the time the participant elects. Certain terminated participants maintain vested balances in the Plan and continue to share in investment income and losses. In-service withdrawals are allowed with notice of hardship, subject to certain restrictions.

(f) Notes Receivable from Participants

Participants are allowed to borrow from their accounts up to 50% of their vested account balance, not to exceed $50,000 and reduced by the highest outstanding loan amount in the previous 12 months. Additionally, the minimum loan amount is $1,000. Participants may have one loan outstanding at a time. Plan loans bear an interest rate that the plan administrator deems to be reasonable. The interest rate is equal to the prime interest rate published in the *Wall Street Journal* + 1%, as of the first business day of the month in which the loan is made. The loan term may be no more than five years, except if the loan is made for the purchase of the participant's principal residence, in which case it may be no longer than 30 years. As of December 31, 2012 and 2011, interest rates on notes receivable range from 4.25% to 9.25%.

(g) Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $25,880 and $25,136, respectively. These amounts will be used in the next plan year to pay reasonable Plan expenses first

and then to reduce future employer contributions. During the years ended December 31, 2012 and 2011, forfeitures of $10,759 and $40,680, respectively, were used to offset employer contributions.

(h) Plan Termination

Although the Company has not expressed any intent to do so, it retains the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan participants will become fully vested in their accounts and the Plan's trustee would distribute the assets in the Plan to participants.

(i) Other Participant Expenses

Substantially all costs and expenses, such as investment management and trustee fees, incurred in connection with operating the Plan, are shared by the Company and the participants.

(j) Plan Merger

During September 2013, the Great Western Oil & Gas Co LLC 401(k) Profit Sharing Plan & Trust merged into the Broe Group 401(k) Profit Sharing Plan (the Plan), with the Plan as the surviving and continuing plan. As a result, assets of approximately $155,161 were transferred into the Plan in September 2013.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan present the net assets available for plan benefits and the changes in those net assets using the accrual basis of accounting.

(b) Valuation of Investments and Income Recognition

Investments in mutual funds are stated at fair value, which is based on quoted market prices that represent the net asset value (NAV) of shares held by the Plan at year-end.

Pooled separate accounts are recorded at fair value based on quoted market prices of the securities underlying the accounts. As of December 31, 2012, the Plan does not have any pooled separate account assets.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments as based on a discounted cash flow model, which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in various investment contracts through a common collective trust. Contract value for this common collective trust is based

on the NAV of the fund as reported by the investment advisor. The statements of net assets available for plan benefits present the fair value of the investment in the common collective trust as well as the adjustment of the investment in the common collective trust from fair value to contract value relating to the investment contracts. The statements of net assets available for plan benefits are prepared on a contract value basis.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. The net depreciation or appreciation in fair value of investments (net realized and unrealized gains or losses) is reflected in the accompanying statements of changes in net assets available for plan benefits and is determined as the difference between the market value at the beginning of the year (or date purchased during the year) and selling price or year-end market value.

(c) Use of Estimates

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

(d) Distributions to Participants

Distributions to participants are recorded when paid.

(e) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as a distribution based upon the terms of the plan document.

(3) Income Tax Status

The Company adopted a prototype plan, which has received an opinion letter from the IRS dated March 31, 2008, which stated that the prototype plan document, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the IRC. Therefore, the plan administrator believes the Plan was qualified and the related trust was tax-exempt as of December 31, 2012 and 2011.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax 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 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

(4) Information Certified by the Plan's Custodians

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the custodians:

a. Investments in mutual funds and pooled separate accounts as shown in the accompanying statements of net assets available for plan benefits of $8,394,083 and $8,320,879 as of December 31, 2012 and 2011, respectively;

b. Notes receivable from participants as shown in the accompanying statements of net assets available for plan benefits of $308,659 and $273,061 as of December 31, 2012 and 2011, respectively;

c. Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts as shown in the accompanying statements of net assets available for plan benefits $(42,156) as of December 31, 2011.

d. Total investment income (loss) as shown in the accompanying statements of changes in net assets available for plan benefits of $1,028,252 and $(104,856) for the years ended December 31, 2012 and 2011, respectively;

e. Investment information included in this note and note 5 as of and for the years ended December 31, 2012 and 2011; and

f. Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012.

The fair values of individual investments that represent 5% or more of the Plan's net assets available for plan benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
Common Collective Trust:		
KeyBank EB Mgd Guar Inv Cntrct	$ —	1,644,349
TR C/RVST Stable Cap Fund D	1,606,072	—
Pooled Separate Accounts:		
Principal Large-Cap Growth Sep Acct	—	787,987
Principal Bon and Mortgage Sep Acct	—	575,488
Principal Diversified Int'l Sep Acct	—	471,363
Principal Large-Cap S&P 500 Index Sep Acct	—	674,446
Principal Mid-Cap Growth III Sep Acct	—	818,426
Mutual Funds:		
Vanguard 500 Index (Signal)	802,950	—
Principal Large Cap Growth I R5	870,837	—
BlackRock High Yield Port (Inv A)	673,007	—
Harbor International Fund (Instl)	799,506	—
Wells Fargo Advantage DJ Target 2020 I	612,610	—
Prudential Jennison Mid-Cap Growth Fd Z	855,533	—
Wells Fargo Advantage DJ Target 2030 I	566,108	—

(Continued)

During 2012, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $732,905. During 2011, the Plan's mutual funds and pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $36,308 and $124,232, respectively. As of December 31, 2012, the Plan does not have any pooled separate account assets.

(5) Fair Value Measurements

Investments are categorized using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets, or liabilities.
- Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Certain investments are reported at fair value on a recurring basis in the statements of net assets available for plan benefits. The following methods and assumptions were used to estimate the fair values:

Mutual funds – These investments consist of various publicly traded mutual funds. The fair values are based on quoted market prices that represent the NAV, resulting in a Level 1 classification.

Common collective trust – These investments are public investment vehicles valued using a discounted cash flow model, which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities, resulting in a Level 2 classification.

Pooled separate accounts – These investments generally consist of a variety of underlying investments such as equities, preferred stock, bonds, real estate, and mutual funds. The NAV of these pooled separate accounts is based on the market value of the underlying investments. Most of the Plan's pooled separate accounts are considered to have Level 2 pricing inputs as the underlying investments either have quoted prices in active markets or have similar assets with quoted prices in active markets. In 2011, the Principal US Property Separate Account invested mainly in commercial real estate and included mortgage loans, which were backed by the associated properties; as these underlying real estate investments had unobservable Level 3 pricing inputs, the related pooled separate account was considered to have Level 3 pricing inputs. In 2012, the Plan did not have any pooled separate account assets.

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

Assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2012:

	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Unobservable inputs (Level 3)	Total
Mutual funds	$ 8,394,083	—	—	8,394,083
Common collective trust	—	1,606,072	—	1,606,072
Total assets at fair value	$ 8,394,083	1,606,072	—	10,000,155

Assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2011:

	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Unobservable inputs (Level 3)	Total
Mutual funds	$ 952,150	—	—	952,150
Pooled separate accounts	—	5,639,369	85,011	5,724,380
Common collective trust	—	1,644,349	—	1,644,349
Total assets at fair value	$ 952,150	7,283,718	85,011	8,320,879

The following is a reconciliation of the beginning and ending balances for the pooled separate account assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2012 and 2011:

	2012	2011
Beginning balance	$ 85,011	119,196
Total realized and unrealized gains, net	9	3,256
Sales	(85,020)	(37,441)
Ending balance	$ —	85,011

As of December 31, 2012, the Plan does not have any pooled separate account assets.

(Continued)

Changes in Fair Value 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. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2 and 3. Amounts included in the pooled separate accounts at December 31, 2011 were reinvested into other Level 1 investments during 2012.

(6) Reconciliation of Financial Statements to the Form 5500

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

	2012	2011
Net assets available for plan benefits per the financial statements	$ 10,325,730	8,526,461
Plus payable to participants	10,592	25,323
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	44,492	42,156
Net assets available for plan benefits per the Form 5500 (unaudited)	$ 10,380,814	8,593,940

The following is a reconciliation of investment income (loss) per the financial statements for the year ended December 31, 2012 to the Form 5500:

Total investment income per the financial statements	$ 1,028,252
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – current year	44,492
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – prior year	(42,156)
Total investment income per the Form 5500 (unaudited)	$ 1,030,588

The following is a reconciliation of corrective distributions for the year ended December 31, 2012 to the Form 5500:

Corrective distributions per the financial statements	$ 10,592
Less December 31, 2012 payable to participants	(10,592)
Plus December 31, 2011 payable to participants	25,323
Corrective distributions per the Form 5500 (unaudited)	$ 25,323

(Continued)

(7) Risks and Uncertainties

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

The Plan provides the participants the ability to invest in various mutual funds and a common collective trust that may, in turn, invest in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations, and commercial mortgage-backed securities, and could potentially include securities backed by subprime mortgage loans. The value, liquidity, and related income of those securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(8) Related-Party Transactions

The Plan invests in shares of mutual funds, and a common collective trust managed by an affiliate of Principal until October 4, 2012, and now managed by an affiliate of Wells Fargo. Principal and Wells Fargo, as appropriate, act as custodians for those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions.

(9) Nonexempt Transactions

For the year ended December 31, 2012, as reported on schedule H, line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 CFR 2510.3-102, thus constituting nonexempt transactions between the Plan and the Company. There were no delinquent contributions requiring compensation of lost earnings or restoration of profits for the plan year ended December 31, 2011.

(10) Subsequent Events

The plan administrator has evaluated subsequent events through October 11, 2013, the date the financial statements were issued. Based on this evaluation, no matters were identified that the plan administrator believes require additional disclosure or modification to the financial statements as issued.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

	Participant contributions transferred late to plan Check here if late participant loan repayments are included: ☑	Total that constitutes nonexempt prohibited transactions			Total fully corrected under VFCP and PTE-2002-51
		Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
$	172,810	—	—	—	172,810

See accompanying independent auditors' report.

THE BROE GROUP 401(k) PROFIT SHARING PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

	Identity of issuer, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Shares/ units	Current value
		Mutual funds:		
	Janus	Janus Triton T	10,916	196,946
	American Century Investments	Amer Cent Eq Income	40,236	314,642
	Heartland Funds	Heartland Value Plus	3,001	89,087
	JP Morgan	JP Morgan US Equity R5	23,265	261,264
	Vanguard	Vanguard 500 Index (Signal)	7,399	802,950
	JP Morgan	JP Morgan Large Cap Growth R5	8,558	205,905
	Columbia Funds	Columbia Acorn International Z	1,881	76,802
	PIMCO	PIMCO Total Return Fund (Inst)	8,302	93,317
	Principal Life Insurance Company	Principal Large Cap Growth I R5	89,962	870,837
	T Rowe Price	T. Rowe Price Equity Income Fund	4,577	121,071
	BlackRock	BlackRock High Yield Port (Inv A)	83,190	673,007
	Harbor Funds	Harbor International Fund (Instl)	12,870	799,506
	Vanguard	Vanguard Small-Cap Index (Signal)	8,050	281,103
	Goldman Sachs	Goldman Sachs Midcap Value Fund (I)	939	36,876
	Nuveen	Nuveen Real Estate Securities Fund A	8,095	170,149
	Vanguard	Vanguard Mid-Cap Index Fund (Signal)	11,018	354,573
	American Century Investments	American Century Diversified Bond Inv	15,070	168,035
*	Wells Fargo	Wells Fargo Advantage DJ Target Today	4,593	50,886
*	Wells Fargo	Wells Fargo Advantage DJ Target 2010 I	5,935	79,406
*	Wells Fargo	Wells Fargo Advantage DJ Target 2020 I	42,249	612,610
*	Wells Fargo	Wells Fargo Advantage DJ Target 2030 I	37,148	556,108
*	Wells Fargo	Wells Fargo Advantage DJ Target 2040 I	22,259	366,607
*	Wells Fargo	Wells Fargo Advantage DJ Target 2050 I	38,538	356,863
	Prudential	Prudential Jennison Mid-Cap Growth Fd Z	26,389	855,533
		Total mutual funds		8,394,083
		Common collective trust:		
	Ameriprise Trust Company	TR C/RVST Stable Cap Fund D	139,054	1,606,072
*	Various plan participants	Notes receivable from participants (interest rates ranging from 4.25% to 9.25% with various maturity dates)		380,659
		Total assets		$ 10,380,814

* Represents a party in interest.

See accompanying independent auditors' report.