

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE LINC GROUP, LLC SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE LINC GROUP, LLC</u> <u>1221 LAMAR ST</u> <u>SUITE 1500</u> <u>HOUSTON, TX 77010</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-0342632</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>832-214-5531</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-0342632</u>	2c Sponsor's telephone number <u>832-214-5531</u>	2d Business code (see instructions) <u>238900</u>	
2b Employer Identification Number (EIN) <u>20-0342632</u>					
2c Sponsor's telephone number <u>832-214-5531</u>					
2d Business code (see instructions) <u>238900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	GLEN MAYNARD Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	GLEN MAYNARD Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address THE LINC GROUP, LLC		3b Administrator's EIN 20-0342632
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2360
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	1233
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	826
d Subtotal. Add lines 6a , 6b , and 6c	6d	2059
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	2061
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1776
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> 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 LINC GROUP, LLC SAVINGS PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE LINC GROUP, LLC	D Employer Identification Number (EIN) 20-0342632

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.
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1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY 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
71-0294708	86509	PHY964	2061	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
0	0

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

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(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
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(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** 9646402**5** Current value of plan's interest under this contract in separate accounts at year end **5****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 ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 9889577**c** Additions: (1) Contributions deposited during the year **7c(1)** 1125986(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 280114(4) Transferred from separate account **7c(4)** 211067(5) Other (specify below) **7c(5)** 140691

▶ *

(6) Total additions **7c(6)** 1757858**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 11647435**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 1809257(2) Administration charge made by carrier **7e(2)** 3825(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 187951

▶ *

(5) Total deductions **7e(5)** 2001033**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 9646402

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 <u>THE LINC GROUP, LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE LINC GROUP, LLC</u>	D Employer Identification Number (EIN) <u>20-0342632</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

AMERICAN FUNDS

95-1411037

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	122777	Yes ☐ No ☒

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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?
60 64	SERVICE PROVIDER	13750	Yes ☒ No ☐	Yes ☒ No ☐	118629	Yes ☐ No ☒

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

ING MUTUAL FUNDS

95-4516049

(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?
28 52	INVESTMENT PROD. PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	96809	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)

ING FINANCIAL ADVISERS, LLC

06-1375177

(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?
63	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	52358	Yes ☐ No ☒

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

PIONEER FUNDS

13-5657669

(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?
28 52	INVESTMENT PROD. PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	25205	Yes ☐ No ☒

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

LORD ABBETT FUNDS

13-3731507

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	24901	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
AMERICAN FUNDS	28 52 63	3284

(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.
AMERICAN FUNDS EUROPACIFIC R3 95-1411037	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	27846

(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.
AMERICAN FUNDS EUROPACIFIC R4 95-1411037	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	2165

(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.
AMERICAN FUNDS FDMNTL INV R3 22-1557722	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
AMERICAN FUNDS	28 52 63	17384

(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.
AMERICAN FUNDS FDMNTL INV R4 22-1557722	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	6616

(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.
AMERICAN FUNDS GROWTH FND R3 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	54318

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
AMERICAN FUNDS	28 52 63	1115
(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.	
AMERICAN FUNDS NW PRSPCTV R3 95-2817150	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	10049
(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.	
AMERICAN FUNDS NW PRSPCTV R4 95-2817150	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1453
(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.	
AMERICAN FUNDS EUROPACIFIC R3 95-1411037	12B-1 DISTRIBUTION FEES	

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
ING FINANCIAL ADVISERS, LLC	63	8190

(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.
AMERICAN FUNDS EUROPACIFIC R4 95-1411037	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1128

(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.
AMERICAN FUNDS FDMNTL INV R3 22-1557722	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	6585

(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.
AMERICAN FUNDS FDMNTL INV R4 22-1557722	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	3410
(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.	
AMERICAN FUNDS GROWTH FND R3 52-0792143	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	19914
(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.	
AMERICAN FUNDS GROWTH FND R4 52-0792143	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	3101
(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.	
AMERICAN FUNDS NW PRSPCTV R4 95-2817150	12B-1 DISTRIBUTION FEES	

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
ING FINANCIAL ADVISERS, LLC	63	8079
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
LORD ABBETT SMALL CAP VALUE FUND P 13-3862601	12B-1 DISTRIBUTION FEES	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ING LIFE INSURANCE AND ANNUITY CO.	60	3276
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN FUNDS EUROPACIFIC R4 95-1411037	SUB-TRANSFER/REIMBURSEMENT FEES	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ING LIFE INSURANCE AND ANNUITY CO.	60	2634
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN FUNDS FDMNTL INV R4 22-1557722	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60	1023

(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.
AMERICAN FUNDS GROWTH FND R3 52-0792143	SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	7966

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	1241

(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.
AMERICAN FUNDS NW PRSPCTV R4 95-2817150	SUB-TRANSFER/REIMBURSEMENT FEES

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
ING LIFE INSURANCE AND ANNUITY CO.	60	3938
(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.	
ING BARON GROWTH PORT I 75-3023525	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	64	49319
(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.	
ING FIXED ACCOUNT 71-0294708	RECORD-KEEPING FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	3170
(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.	
ING FMR DIVERSIFIED MD CP PORT INST 25-6725709	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60	5817
(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.	
ING JPMORGAN MID CAP VAL PORT I 75-3023510	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	2413
(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.	
ING MFS TOTAL RETURN PORTFOLIO INST 51-0380289	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	5843
(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.	
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60	4522
(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.	
ING REAL ESTATE FUND I 23-2867180	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	13393
(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.	
ING TROWEPRICE CAPTL APPREC PT INST 95-6895626	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	4488
(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.	
LORD ABBETT SMALL CAP VALUE FUND P 13-3862601	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING LIFE INSURANCE AND ANNUITY CO.	60	4162

(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.	
PIONEER EQUITY INCOME FUND Y 04-3091164	SUB-TRANSFER/REIMBURSEMENT FEES	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	4502

(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.	
PIONEER STRATEGIC INCOME FUND Y 04-3453709	SUB-TRANSFER/REIMBURSEMENT FEES	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	13112

(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.	
ING BARON GROWTH PORT I 75-3023525	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

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
ING MUTUAL FUNDS	28 52	7477
(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.	
ING FMR DIVERSIFIED MD CP PORT INST 25-6725709	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	17777
(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.	
ING JPMORGAN MID CAP VAL PORT I 75-3023510	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	6106
(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.	
ING MFS TOTAL RETURN PORTFOLIO INST 51-0380289	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

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
ING MUTUAL FUNDS	28 52	11028
(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.	
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	9881
(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.	
ING REAL ESTATE FUND I 23-2867180	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	31428
(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.	
ING TROWEPRICE CAPTL APPREC PT INST 95-6895626	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

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
LORD ABBETT FUNDS	28 52 63	24901
(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.	
LORD ABBETT SMALL CAP VALUE FUND P 13-3862601	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIONEER FUNDS	28 52	12391
(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.	
PIONEER EQUITY INCOME FUND Y 04-3091164	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIONEER FUNDS	28 52	12813
(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.	
PIONEER STRATEGIC INCOME FUND Y 04-3453709	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE LINC GROUP, LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE LINC GROUP, LLC</u>	D Employer Identification Number (EIN) <u>20-0342632</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
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)	1684565	1682850
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	31313240	37413721
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	9889577	9646402
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	42887382	48742973

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	42887382	48742973
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1388502	
(B) Participants	2a(1)(B)	2624584	
(C) Others (including rollovers)	2a(1)(C)	1751261	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5764347
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)	66619	
(F) Other	2b(1)(F)	280114	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		346733
(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)	767779	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		767779
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4381650
c Other income.....	2c		5408
d Total income. Add all income amounts in column (b) and enter total.....	2d		11265917

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5343386	
(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)		5343386
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		53190
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)	13750	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13750
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5410326

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5855591
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **HAM LANGSTON & BREZINA, LLP**

(2) EIN: **76-0448495**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		3575
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>THE LINC GROUP, LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE LINC GROUP, LLC</u>	D Employer Identification Number (EIN) <u>20-0342632</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

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

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

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

Schedule R (Form 5500) 2012
v. 120126

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 LINC GROUP, LLC SAVINGS PLAN

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011**

THE LINC GROUP, LLC SAVINGS PLAN
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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of
The Linc Group, LLC Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Linc Group, LLC Savings Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by ING National Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, 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 DOL Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules.

REPORT OF INDEPENDENT ACCOUNTANTS, continued

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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ham. Langston & Brezina, L.L.P.

Houston, Texas
October 9, 2013

THE LINC GROUP, LLC SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	\$ 47,060,123	\$ 41,202,816
Receivables:		
Participant contributions receivable	2,295	-
Employer contributions receivable	1,280	-
Participant notes receivable	<u>1,817,812</u>	<u>1,793,955</u>
Total receivables	<u>1,821,387</u>	<u>1,793,955</u>
Total assets	<u>48,881,510</u>	<u>42,996,771</u>
Net assets available for benefits	<u>\$ 48,881,510</u>	<u>\$ 42,996,771</u>

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

THE LINC GROUP, LLC SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income (loss):		
Interest and dividends	\$ 1,047,893	\$ 794,891
Net appreciation (depreciation) in fair value of investments	<u>4,381,650</u>	<u>(1,458,256)</u>
Total investment income (loss)	<u>5,429,543</u>	<u>(663,365)</u>
Interest income on participant notes receivable	<u>66,619</u>	<u>69,476</u>
Contributions:		
Employer	1,389,782	2,182,730
Participant	2,626,879	3,871,111
Participant rollovers	<u>1,751,261</u>	<u>978,343</u>
Total contributions	<u>5,767,922</u>	<u>7,032,184</u>
Total investment income (loss) and contributions	<u>11,264,084</u>	<u>6,438,295</u>
Deductions from net assets attributed to:		
Benefits and withdrawals	5,365,595	6,204,834
Trustee fees	<u>13,750</u>	<u>17,450</u>
Total deductions	<u>5,379,345</u>	<u>6,222,284</u>
Net increase in net assets available for benefits	5,884,739	216,011
Net assets available for benefits, beginning of year	<u>42,996,771</u>	<u>42,780,760</u>
Net assets available for benefits, end of year	<u>\$ 48,881,510</u>	<u>\$ 42,996,771</u>

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

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The Linc Group, LLC Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was formed and adopted by the board of directors of The Linc Group, LLC, effective January 1, 2004, as a defined contribution plan covering substantially all employees who have attained the age of twenty-one. During the year ended December 31, 2011, The Linc Group, LLC was acquired by ABM Industries Incorporated ("ABM") and was renamed ABM Facility Solutions Group, LLC (the "Company"). Accordingly, effective January 1, 2012, the Plan was amended and restated to change the Plan sponsor to ABM Facility Solutions Group, LLC. The Plan was also amended, effective January 1, 2012, to increase the level of compensation available for employee contributions to the Plan from 10% to 50% for both pre-tax and after-tax employee contributions, and to incorporate all previous amendments. The Plan, as amended, is subject to the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986 ("IRC").

Administration

During the year ended December 31, 2011, the Plan was administered by The Linc Group, LLC. Pursuant to the acquisition by ABM and effective January 1, 2012, the Plan is administered by the Company. ING National Trust Company (the "Trustee") serves as the Plan trustee and record-keeper.

Contributions

Prior to January 1, 2012, each year participants could contribute from 1% to 10% of their pre-tax annual compensation, not to exceed the limitation set forth in Section 402(g) (\$16,500 in 2011) of the Internal Revenue Code ("IRC"). Participants could also make after-tax contributions of 1% to 10% of their annual compensation. Effective January 1, 2012, each year participants may contribute from 1% to 50% of their pre-tax annual compensation, not to exceed the limitation set forth in Section 402(g) (\$17,000 in 2012) of the IRC. Participants may also make after-tax contributions from 1% to 50% of their annual compensation.

Participants can make catch-up contributions that exceed the annual elective deferral limit during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2012 and 2011 could not exceed \$5,500 in either year. Participants may also make rollover contributions from other qualified plans.

Under the terms of the Plan, the Company makes matching contributions to the Plan of 100% of a participant's pre-tax and/or after-tax contributions that do not exceed 3% of the participant's compensation and 50% of a participant's pre-tax and/or after-tax contributions that exceed 3% but do not exceed 5% of compensation.

Participant Accounts

Each participant's account is credited with the participant's voluntary contributions and the Company's matching contributions and an allocation of Plan earnings. Allocations are based on the participant's account balance as defined in the Plan. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants immediately 100% vest in their account balances.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan, continued

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan interest is based on a fixed rate established monthly by the administrator, which approximates the rate that would be charged by a commercial lender for a similar loan. Participant loans outstanding at December 31, 2012 and 2011 totaled \$1,817,812 and \$1,793,955, respectively, and bore interest at rates ranging from 4.25% to 9.25% per year during the years ended December 31, 2012 and 2011. Each participant is allowed only two outstanding loans at a time. Loan principal and interest are paid ratably over periods not to exceed five years (up to thirty years for loans used in the purchase of a principal residence) through payroll deductions in the same frequency as regular pay. The loans are secured by the vested balance in the participants' accounts.

Payment of Benefits

Upon termination of employment, a participant (or his or her designated beneficiary in the event of death) will receive a single lump-sum amount equal to the value of the participant's vested interest in his or her account. Hardship withdrawals are permitted, subject to certain limitations. Additionally, if certain conditions are met, a participant may withdraw all or part of the value of his or her vested account balance upon written request to the Company.

Forfeited Accounts

Forfeitures result from Company matching contributions, which are forfeited in order to satisfy the IRC's nondiscrimination provisions. Forfeitures as of December 31, 2012 and 2011 were \$3,251 and \$3,902, respectively. Forfeitures may be used to offset Plan expenses or to offset Company matching contributions. Forfeitures of \$950 and \$0 were used to pay administrative expenses for the years ended December 31, 2012 and 2011, respectively.

Administrative Expenses

Administrative expenses incurred by the Plan are primarily paid by the Company. Fees paid by the Company on behalf of the Plan were \$34,125 and \$49,926 for the years ended December 31, 2012 and 2011, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")

As described in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Pension Plans*, 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. As of December 31, 2012 and 2011, the Plan's investment in the guaranteed investment contract is not considered to be fully-benefit responsive and accordingly, no adjustment to contract value is reflected on the Statements of Net Assets Available for Benefits.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Use of Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, commodity prices and general market conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in registered investment companies (mutual funds) are valued at the net asset value of shares held by the Plan at year-end. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year, as well as unrealized appreciation(depreciation) of investments held at the end of the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant notes receivable is accrued as earned. Delinquent participant notes receivable are classified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits payments are recorded when paid

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU requires for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 did not have a significant impact on the Plan's financial statements.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
ING Fixed Account	\$ 9,646,402	\$ 9,889,577
American Funds Growth Fund of America (R4)	9,280,278	*
ING T. Rowe Price Capital Appreciation Portfolio (Inst)	4,950,152	4,453,374
American Funds EuroPacific Growth Fund (R4)	3,874,205	*
American Funds Fundamental Investors (R4)	3,124,120	*
American Funds Growth Fund of America (R3)	*	7,640,583
American Funds EuroPacific Growth Fund (R3)	*	3,253,345
American Funds Fundamental Investors (R3)	*	2,581,151
Investments less than 5%	<u>16,184,966</u>	<u>13,384,786</u>
Total investments at fair value	<u>\$ 47,060,123</u>	<u>\$ 41,202,816</u>

* Less than 5% of Plan net assets in the period indicated.

During the years ended December 31, 2012 and 2011, the Plan's investments in mutual funds, including realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, appreciated (depreciated) in value by \$4,381,650 and \$(1,458,256), respectively.

4. Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and not corroborated by market data and are significant to the fair value measurement.

Continued

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

4. Fair Value Measurements, continued

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

In determining fair value, the Plan uses two different approaches (the market approach and the income approach) depending on the nature of assets and liabilities. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts such as cash flows or earnings to a single present amount, with the measurement based on the value indicated by current market expectations about those future amounts.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 5). (Income approach)

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

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

<u>Investments at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 20,573,673	\$ -	\$ -	\$ 20,573,673
Blended funds	10,727,486	-	-	10,727,486
Fixed income funds	4,212,278	-	-	4,212,278
Value fund	<u>1,900,284</u>	<u>-</u>	<u>-</u>	<u>1,900,284</u>
Total mutual funds	37,413,721	-	-	37,413,721
Guaranteed investment contract	<u>-</u>	<u>9,646,402</u>	<u>-</u>	<u>9,646,402</u>
Total	<u>\$ 37,413,721</u>	<u>\$ 9,646,402</u>	<u>\$ -</u>	<u>\$ 47,060,123</u>

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

4. Fair Value Measurements, continued

Investments at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 11,993,512	\$ -	\$ -	\$ 11,993,512
Blended funds	14,385,633	-	-	14,385,633
Fixed income funds	3,390,251	-	-	3,390,251
Value fund	<u>1,543,843</u>	<u>-</u>	<u>-</u>	<u>1,543,843</u>
Total mutual funds	31,313,239	-	-	31,313,239
Guaranteed investment contract	<u>-</u>	<u>9,889,577</u>	<u>-</u>	<u>9,889,577</u>
Total	<u>\$ 31,313,239</u>	<u>\$ 9,889,577</u>	<u>\$ -</u>	<u>\$ 41,202,816</u>

During the year ended December 31, 2012, the Plan determined through additional analysis of the inputs related to the fair value measurements of its guaranteed investment contract that the inputs comprised of the credited interest rate, account balance, and formulas upon which payments may be based were observable through the contract and related communications. As a result of this additional analysis, the guaranteed investment contract has been classified as a Level 2 investment as of December 31, 2012 and 2011.

5. Investment Contracts with Insurance Company

The Plan invests in the ING Fixed Account (guaranteed investment contract), which is a group annuity investment contract with ING Life Insurance and Annuity Company ("ILIAC"). ILIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3%. Such interest rate is reviewed on an annual basis for resetting. The average yields for the years ended December 31, 2012 and 2011 were 3.00% and 3.02%, respectively. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

6. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

6. Information Certified by the Plan's Trustee (Unaudited), continued

- a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Mutual funds	\$ <u>37,413,721</u>	\$ <u>31,313,239</u>
ING Fixed Account (guaranteed investment contract)	\$ <u>9,646,402</u>	\$ <u>9,889,577</u>

- b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investment income:		
Interest and dividends	\$ <u>1,047,893</u>	\$ <u>794,891</u>
Net appreciation (depreciation) in fair value of investments	\$ <u>4,381,650</u>	\$ <u>(1,458,256)</u>

- c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Tax Status

The Plan received its latest determination letter on June 11, 2008, in which from the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the letter. However, the Plan administrator and legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA.

9. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Trustee, and the Plan issues participant notes receivable. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

10. Reconciliation of Plan Financial Statements to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 48,881,510	\$ 42,996,771
Deemed distributions	(134,962)	(109,390)
Participant contributions receivable	(2,295)	-
Employer contributions receivable	(1,280)	-
Other	<u>-</u>	<u>1</u>
Net assets available for benefits per Form 5500	<u>\$ 48,742,973</u>	<u>\$ 42,887,382</u>

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

	<u>2012</u>	<u>2011</u>
Net increase in net assets available for benefits per the financial statements	\$ 5,884,739	\$ 216,011
Change in deemed distributions	(25,572)	(8,809)
Change in participant contributions receivable	(2,295)	-
Change in employer contributions receivable	(1,280)	-
Other	<u>(1)</u>	<u>1</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 5,855,591</u>	<u>\$ 207,203</u>

11. Subsequent Events

Effective January 1, 2013, the Plan was amended to allow certain highly compensated employees of the Company to participate in the Plan and to prohibit highly compensated employees from making after-tax contributions to the Plan.

Plan Management has evaluated subsequent events through October 9, 2013, which is the date the financial statements were issued, and has concluded that there are no other significant events to be reported.

SUPPLEMENTAL SCHEDULES

THE LINC GROUP LLC SAVINGS PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
for the year ended December 31, 2012

EIN: 20-0342632
PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP (Voluntary Fiduciary Correction Program) and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included:				
	-	2,295	-	-

THE LINC GROUP LLC SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 20-0342632
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***
*	ING Life Insurance and Annuity Company	Guaranteed Investment Contract – Fixed Account	\$ 9,646,402 **
*	American Funds	Mutual Fund - The Growth Fund of America (R4)	9,280,278 **
*	ING Life Insurance and Annuity Company	Mutual Fund - T. Rowe Price Capital Appreciation Portfolio (Inst)	4,950,152 **
*	American Funds	Mutual Fund - EuroPacific Growth Fund (R4)	3,874,205 **
*	American Funds	Mutual Fund - Fundamental Investors (R4)	3,124,120 **
*	ING Life Insurance and Annuity Company	Mutual Fund - PIMCO Total Return Portfolio (Initial)	2,172,446
*	Pioneer Investment Management, Inc.	Mutual Fund - Strategic Income Fund	2,039,832
*	ING Life Insurance and Annuity Company	Mutual Fund - JPMorgan MidCap Value Portfolio (Initial)	1,978,084
*	Pioneer Investment Management, Inc.	Mutual Fund - Equity Income Fund (R)	1,900,284
*	Lord, Abbett & Co. LLC	Mutual Fund - Small Cap Value Fund (P)	1,684,812
*	American Funds	Mutual Fund - New Perspective Fund (R4)	1,535,953
*	ING Life Insurance and Annuity Company	Mutual Fund - Baron Small Cap Growth Portfolio (Initial)	1,453,096
*	ING Investments, Annuity Company	Mutual Fund - Real Estate Fund	1,306,021
*	ING Life Insurance and Annuity Company	Mutual Fund - Diversified MidCap Portfolio (Svc)	1,198,971
*	ING Life Insurance and Annuity Company	Mutual Fund - MFS Total Return Portfolio (Inst)	915,467
*	Participant loans	Loans bearing interest at rates ranging from 4.25% to 9.25% per year	<u>1,817,812</u>
		Total	<u>\$ 48,877,935</u>

* Represents a party-in-interest.

** Represents investment comprising at least 5% of net assets available for benefits.

*** Cost information is not presented because all investments are participant directed.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
The Linc Group, LLC Savings Plan
EIN#20-342632
Plan#001
As Of December 31, 2012

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
American Funds EuroPacific R4	Registered Investment Company		\$3,874,205
American Funds Fdmntl Inv R4	Registered Investment Company		\$3,124,120
American Funds Growth Fnd R4	Registered Investment Company		\$9,280,278
AmFds NPF R4	Registered Investment Company		\$1,535,953
* ING Baron Growth Port I	Registered Investment Company		\$1,453,096
* ING Fixed Account	Insurance Company General Account		\$9,646,402
* ING FMR Divr MdCp Port Ins	Registered Investment Company		\$1,198,971
* ING JPM MdCp Value Port I	Registered Investment Company		\$1,978,084
* ING MFS Total Return Port Ins	Registered Investment Company		\$915,467
* ING PIMCO Total Return Pt I	Registered Investment Company		\$2,172,445
* ING Real Estate Fund	Registered Investment Company		\$1,306,022
* ING TRwPr Cap Apprec Port Ins	Registered Investment Company		\$4,950,152
Lord Abbett SmCp Value Fnd P	Registered Investment Company		\$1,684,812
Pioneer Equity Income Fund Y	Registered Investment Company		\$1,900,284
Pioneer Strategic Income Fnd Y	Registered Investment Company		\$2,039,832
Participant Loans - Rates 4.25% to 4.25%	Registered Investment Company		\$1,682,850
TOTAL			\$48,742,973

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

THE LINC GROUP, LLC SAVINGS PLAN

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011**

THE LINC GROUP, LLC SAVINGS PLAN
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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of
The Linc Group, LLC Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Linc Group, LLC Savings Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by ING National Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, 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 DOL Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules.

REPORT OF INDEPENDENT ACCOUNTANTS, continued

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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ham. Langston & Brezina, L.L.P.

Houston, Texas
October 9, 2013

THE LINC GROUP, LLC SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	\$ 47,060,123	\$ 41,202,816
Receivables:		
Participant contributions receivable	2,295	-
Employer contributions receivable	1,280	-
Participant notes receivable	<u>1,817,812</u>	<u>1,793,955</u>
Total receivables	<u>1,821,387</u>	<u>1,793,955</u>
Total assets	<u>48,881,510</u>	<u>42,996,771</u>
Net assets available for benefits	<u>\$ 48,881,510</u>	<u>\$ 42,996,771</u>

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

THE LINC GROUP, LLC SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income (loss):		
Interest and dividends	\$ 1,047,893	\$ 794,891
Net appreciation (depreciation) in fair value of investments	<u>4,381,650</u>	<u>(1,458,256)</u>
Total investment income (loss)	<u>5,429,543</u>	<u>(663,365)</u>
Interest income on participant notes receivable	<u>66,619</u>	<u>69,476</u>
Contributions:		
Employer	1,389,782	2,182,730
Participant	2,626,879	3,871,111
Participant rollovers	<u>1,751,261</u>	<u>978,343</u>
Total contributions	<u>5,767,922</u>	<u>7,032,184</u>
Total investment income (loss) and contributions	<u>11,264,084</u>	<u>6,438,295</u>
Deductions from net assets attributed to:		
Benefits and withdrawals	5,365,595	6,204,834
Trustee fees	<u>13,750</u>	<u>17,450</u>
Total deductions	<u>5,379,345</u>	<u>6,222,284</u>
Net increase in net assets available for benefits	5,884,739	216,011
Net assets available for benefits, beginning of year	<u>42,996,771</u>	<u>42,780,760</u>
Net assets available for benefits, end of year	<u>\$ 48,881,510</u>	<u>\$ 42,996,771</u>

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

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The Linc Group, LLC Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was formed and adopted by the board of directors of The Linc Group, LLC, effective January 1, 2004, as a defined contribution plan covering substantially all employees who have attained the age of twenty-one. During the year ended December 31, 2011, The Linc Group, LLC was acquired by ABM Industries Incorporated ("ABM") and was renamed ABM Facility Solutions Group, LLC (the "Company"). Accordingly, effective January 1, 2012, the Plan was amended and restated to change the Plan sponsor to ABM Facility Solutions Group, LLC. The Plan was also amended, effective January 1, 2012, to increase the level of compensation available for employee contributions to the Plan from 10% to 50% for both pre-tax and after-tax employee contributions, and to incorporate all previous amendments. The Plan, as amended, is subject to the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986 ("IRC").

Administration

During the year ended December 31, 2011, the Plan was administered by The Linc Group, LLC. Pursuant to the acquisition by ABM and effective January 1, 2012, the Plan is administered by the Company. ING National Trust Company (the "Trustee") serves as the Plan trustee and record-keeper.

Contributions

Prior to January 1, 2012, each year participants could contribute from 1% to 10% of their pre-tax annual compensation, not to exceed the limitation set forth in Section 402(g) (\$16,500 in 2011) of the Internal Revenue Code ("IRC"). Participants could also make after-tax contributions of 1% to 10% of their annual compensation. Effective January 1, 2012, each year participants may contribute from 1% to 50% of their pre-tax annual compensation, not to exceed the limitation set forth in Section 402(g) (\$17,000 in 2012) of the IRC. Participants may also make after-tax contributions from 1% to 50% of their annual compensation.

Participants can make catch-up contributions that exceed the annual elective deferral limit during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2012 and 2011 could not exceed \$5,500 in either year. Participants may also make rollover contributions from other qualified plans.

Under the terms of the Plan, the Company makes matching contributions to the Plan of 100% of a participant's pre-tax and/or after-tax contributions that do not exceed 3% of the participant's compensation and 50% of a participant's pre-tax and/or after-tax contributions that exceed 3% but do not exceed 5% of compensation.

Participant Accounts

Each participant's account is credited with the participant's voluntary contributions and the Company's matching contributions and an allocation of Plan earnings. Allocations are based on the participant's account balance as defined in the Plan. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants immediately 100% vest in their account balances.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan, continued

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan interest is based on a fixed rate established monthly by the administrator, which approximates the rate that would be charged by a commercial lender for a similar loan. Participant loans outstanding at December 31, 2012 and 2011 totaled \$1,817,812 and \$1,793,955, respectively, and bore interest at rates ranging from 4.25% to 9.25% per year during the years ended December 31, 2012 and 2011. Each participant is allowed only two outstanding loans at a time. Loan principal and interest are paid ratably over periods not to exceed five years (up to thirty years for loans used in the purchase of a principal residence) through payroll deductions in the same frequency as regular pay. The loans are secured by the vested balance in the participants' accounts.

Payment of Benefits

Upon termination of employment, a participant (or his or her designated beneficiary in the event of death) will receive a single lump-sum amount equal to the value of the participant's vested interest in his or her account. Hardship withdrawals are permitted, subject to certain limitations. Additionally, if certain conditions are met, a participant may withdraw all or part of the value of his or her vested account balance upon written request to the Company.

Forfeited Accounts

Forfeitures result from Company matching contributions, which are forfeited in order to satisfy the IRC's nondiscrimination provisions. Forfeitures as of December 31, 2012 and 2011 were \$3,251 and \$3,902, respectively. Forfeitures may be used to offset Plan expenses or to offset Company matching contributions. Forfeitures of \$950 and \$0 were used to pay administrative expenses for the years ended December 31, 2012 and 2011, respectively.

Administrative Expenses

Administrative expenses incurred by the Plan are primarily paid by the Company. Fees paid by the Company on behalf of the Plan were \$34,125 and \$49,926 for the years ended December 31, 2012 and 2011, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")

As described in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Pension Plans*, 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. As of December 31, 2012 and 2011, the Plan's investment in the guaranteed investment contract is not considered to be fully-benefit responsive and accordingly, no adjustment to contract value is reflected on the Statements of Net Assets Available for Benefits.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Use of Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, commodity prices and general market conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in registered investment companies (mutual funds) are valued at the net asset value of shares held by the Plan at year-end. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year, as well as unrealized appreciation(depreciation) of investments held at the end of the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant notes receivable is accrued as earned. Delinquent participant notes receivable are classified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits payments are recorded when paid

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU requires for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 did not have a significant impact on the Plan's financial statements.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
ING Fixed Account	\$ 9,646,402	\$ 9,889,577
American Funds Growth Fund of America (R4)	9,280,278	*
ING T. Rowe Price Capital Appreciation Portfolio (Inst)	4,950,152	4,453,374
American Funds EuroPacific Growth Fund (R4)	3,874,205	*
American Funds Fundamental Investors (R4)	3,124,120	*
American Funds Growth Fund of America (R3)	*	7,640,583
American Funds EuroPacific Growth Fund (R3)	*	3,253,345
American Funds Fundamental Investors (R3)	*	2,581,151
Investments less than 5%	<u>16,184,966</u>	<u>13,384,786</u>
Total investments at fair value	<u>\$ 47,060,123</u>	<u>\$ 41,202,816</u>

* Less than 5% of Plan net assets in the period indicated.

During the years ended December 31, 2012 and 2011, the Plan's investments in mutual funds, including realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, appreciated (depreciated) in value by \$4,381,650 and \$(1,458,256), respectively.

4. Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and not corroborated by market data and are significant to the fair value measurement.

Continued

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

4. Fair Value Measurements, continued

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

In determining fair value, the Plan uses two different approaches (the market approach and the income approach) depending on the nature of assets and liabilities. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts such as cash flows or earnings to a single present amount, with the measurement based on the value indicated by current market expectations about those future amounts.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 5). (Income approach)

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

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

<u>Investments at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 20,573,673	\$ -	\$ -	\$ 20,573,673
Blended funds	10,727,486	-	-	10,727,486
Fixed income funds	4,212,278	-	-	4,212,278
Value fund	<u>1,900,284</u>	<u>-</u>	<u>-</u>	<u>1,900,284</u>
Total mutual funds	37,413,721	-	-	37,413,721
Guaranteed investment contract	<u>-</u>	<u>9,646,402</u>	<u>-</u>	<u>9,646,402</u>
Total	<u>\$ 37,413,721</u>	<u>\$ 9,646,402</u>	<u>\$ -</u>	<u>\$ 47,060,123</u>

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

4. Fair Value Measurements, continued

Investments at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 11,993,512	\$ -	\$ -	\$ 11,993,512
Blended funds	14,385,633	-	-	14,385,633
Fixed income funds	3,390,251	-	-	3,390,251
Value fund	<u>1,543,843</u>	<u>-</u>	<u>-</u>	<u>1,543,843</u>
Total mutual funds	31,313,239	-	-	31,313,239
Guaranteed investment contract	<u>-</u>	<u>9,889,577</u>	<u>-</u>	<u>9,889,577</u>
Total	<u>\$ 31,313,239</u>	<u>\$ 9,889,577</u>	<u>\$ -</u>	<u>\$ 41,202,816</u>

During the year ended December 31, 2012, the Plan determined through additional analysis of the inputs related to the fair value measurements of its guaranteed investment contract that the inputs comprised of the credited interest rate, account balance, and formulas upon which payments may be based were observable through the contract and related communications. As a result of this additional analysis, the guaranteed investment contract has been classified as a Level 2 investment as of December 31, 2012 and 2011.

5. Investment Contracts with Insurance Company

The Plan invests in the ING Fixed Account (guaranteed investment contract), which is a group annuity investment contract with ING Life Insurance and Annuity Company ("ILIAC"). ILIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3%. Such interest rate is reviewed on an annual basis for resetting. The average yields for the years ended December 31, 2012 and 2011 were 3.00% and 3.02%, respectively. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

6. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

6. Information Certified by the Plan's Trustee (Unaudited), continued

- a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Mutual funds	\$ <u>37,413,721</u>	\$ <u>31,313,239</u>
ING Fixed Account (guaranteed investment contract)	\$ <u>9,646,402</u>	\$ <u>9,889,577</u>

- b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investment income:		
Interest and dividends	\$ <u>1,047,893</u>	\$ <u>794,891</u>
Net appreciation (depreciation) in fair value of investments	\$ <u>4,381,650</u>	\$ <u>(1,458,256)</u>

- c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Tax Status

The Plan received its latest determination letter on June 11, 2008, in which from the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the letter. However, the Plan administrator and legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA.

9. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Trustee, and the Plan issues participant notes receivable. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

THE LINC GROUP, LLC SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

10. Reconciliation of Plan Financial Statements to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 48,881,510	\$ 42,996,771
Deemed distributions	(134,962)	(109,390)
Participant contributions receivable	(2,295)	-
Employer contributions receivable	(1,280)	-
Other	<u>-</u>	<u>1</u>
Net assets available for benefits per Form 5500	<u>\$ 48,742,973</u>	<u>\$ 42,887,382</u>

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

	<u>2012</u>	<u>2011</u>
Net increase in net assets available for benefits per the financial statements	\$ 5,884,739	\$ 216,011
Change in deemed distributions	(25,572)	(8,809)
Change in participant contributions receivable	(2,295)	-
Change in employer contributions receivable	(1,280)	-
Other	<u>(1)</u>	<u>1</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 5,855,591</u>	<u>\$ 207,203</u>

11. Subsequent Events

Effective January 1, 2013, the Plan was amended to allow certain highly compensated employees of the Company to participate in the Plan and to prohibit highly compensated employees from making after-tax contributions to the Plan.

Plan Management has evaluated subsequent events through October 9, 2013, which is the date the financial statements were issued, and has concluded that there are no other significant events to be reported.

SUPPLEMENTAL SCHEDULES

THE LINC GROUP LLC SAVINGS PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
for the year ended December 31, 2012

EIN: 20-0342632
PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP (Voluntary Fiduciary Correction Program) and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included:				
	-	2,295	-	-

THE LINC GROUP LLC SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 20-0342632
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***
*	ING Life Insurance and Annuity Company	Guaranteed Investment Contract – Fixed Account	\$ 9,646,402 **
*	American Funds	Mutual Fund - The Growth Fund of America (R4)	9,280,278 **
*	ING Life Insurance and Annuity Company	Mutual Fund - T. Rowe Price Capital Appreciation Portfolio (Inst)	4,950,152 **
*	American Funds	Mutual Fund - EuroPacific Growth Fund (R4)	3,874,205 **
*	American Funds	Mutual Fund - Fundamental Investors (R4)	3,124,120 **
*	ING Life Insurance and Annuity Company	Mutual Fund - PIMCO Total Return Portfolio (Initial)	2,172,446
*	Pioneer Investment Management, Inc.	Mutual Fund - Strategic Income Fund	2,039,832
*	ING Life Insurance and Annuity Company	Mutual Fund - JPMorgan MidCap Value Portfolio (Initial)	1,978,084
*	Pioneer Investment Management, Inc.	Mutual Fund - Equity Income Fund (R)	1,900,284
*	Lord, Abbett & Co. LLC	Mutual Fund - Small Cap Value Fund (P)	1,684,812
*	American Funds	Mutual Fund - New Perspective Fund (R4)	1,535,953
*	ING Life Insurance and Annuity Company	Mutual Fund - Baron Small Cap Growth Portfolio (Initial)	1,453,096
*	ING Investments, Annuity Company	Mutual Fund - Real Estate Fund	1,306,021
*	ING Life Insurance and Annuity Company	Mutual Fund - Diversified MidCap Portfolio (Svc)	1,198,971
*	ING Life Insurance and Annuity Company	Mutual Fund - MFS Total Return Portfolio (Inst)	915,467
*	Participant loans	Loans bearing interest at rates ranging from 4.25% to 9.25% per year	<u>1,817,812</u>
		Total	<u>\$ 48,877,935</u>

* Represents a party-in-interest.

** Represents investment comprising at least 5% of net assets available for benefits.

*** Cost information is not presented because all investments are participant directed.