

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>LEARFIELD 401(K) RETIREMENT PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BGKR VENTURES INC</u> <u>505 HOBBS ROAD</u> <u>JEFFERSON CITY, MO 65109</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan	<u>11/01/1984</u>	
	2b Employer Identification Number (EIN)	<u>46-1334695</u>	
	2c Sponsor's telephone number	<u>573-893-7200</u>	
	2d Business code (see instructions)	<u>515100</u>	

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																												
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 LEARFIELD COMMUNICATIONS, INC.		4b EIN 43-0998586 4c PN 001																												
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">320</td> </tr> </table>	5	320																										
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">25</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">11</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">251</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">287</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">287</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">274</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">0</td> </tr> </table>			6a	25	6b	11	6c	251	6d	287	6e	0	6f	287	6g	274	6h	0										
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																											
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D																														
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																														
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)																												
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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		b General Schedules																												
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SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2012 <hr/> 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 LEARFIELD 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BGKR VENTURES INC	D Employer Identification Number (EIN) 46-1334695	

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

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
39-0989781	86231	512085-000	7	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	18890

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

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

ESTATE & PENSION SERVICES, INC
3407 KNIPP DRIVE
JEFFERSON CITY, MO 65109

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	18890	CONTRACT FEES	5

(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	

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	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

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

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

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	0
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. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	541892
c Additions: (1) Contributions deposited during the year	7c(1)	0
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	3004
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)..... ▶ TRANSFER INTO STABLE VALUE FUND - 130347	7c(5)	85252
(6) Total additions	7c(6)	88256
d Total of balance and additions (add lines 7b and 7c(6))	7d	630148
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	57072
(2) Administration charge made by carrier	7e(2)	0
(3) Transferred to separate account	7e(3)	0
(4) Other (specify below)..... ▶ TRANSFER OUT OF STABLE VALUE FUND - 94736	7e(4)	59736
(5) Total deductions	7e(5)	116808
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	513340

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)	0
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)	0
(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)	0
(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 LEARFIELD 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BGKR VENTURES INC	D Employer Identification Number (EIN) 46-1334695

Part I	Service Provider Information (see instructions)
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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
TRANSAMERICA RETIREMENT SOLUTIONS C

31-4156830

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

SECURITIES AMERICA ADVISORS

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISORY-PLAN	35000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ESTATE & PENSION SERVICES, INC.

43-1165921

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64	RECORDKEEPER	1275	Yes ☒ No ☐	Yes ☒ No ☐	10653	Yes ☐ No ☒

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

TRANSAMERICA RETIREMENT SOLUTIONS C

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 62 37 64 52 67	RECORDKEEPER	425	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ESTATE & PENSION SERVICES, INC	15	10653
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRANSAMERICA RETIREMENT SERVICES CO</p> <p>13-3689044</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>THIRD PARTY ADMINISTRATION</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 01/01/2012 and ending 12/31/2012		
A Name of plan LEARFIELD 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BGKR VENTURES INC		D Employer Identification Number (EIN) 46-1334695

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3070	3070
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)		
(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)	12126153	12336142
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	541892	534252
(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	12671115	12873464

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	12671115	12873464
---	-----------	----------	----------

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1476651
c Other income.....	2c		20912
d Total income. Add all income amounts in column (b) and enter total.....	2d		1497563

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1258514	
(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)		1258514
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1700	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	35000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		36700
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1295214

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		202349
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: **SEAVER AND FORCK, CPA**

(2) EIN: **26-1136632**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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>LEARFIELD 401(K) RETIREMENT 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>BGKR VENTURES INC</u>	D Employer Identification Number (EIN) <u>46-1334695</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-4156830</u> <u>39-0989781</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

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):

**LEARFIELD
COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN**

Independent Auditor's Report

December 31, 2012 and 2011

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Seaver & Forck, CPAs
3523 Amazonas Drive
Jefferson City, Missouri 65109

Telephone 573-636-5507
Fax 573-636-3304

Member of
American Institute of
Certified Public Accountants
Missouri Society of
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee and Plan Administrator
Learfield Communications, Inc. 401(K) Retirement Plan
Jefferson City, Missouri

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Learfield Communications, Inc. 401(K) Retirement 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

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

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by Transamerica Retirement Services Company, the recordkeeper of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. The recordkeeper is an agent for the Third Party Administrator (TPA) Estate & Pension Services, Inc., contracted by the trustee of the Plan to perform record keeping services. We have been informed by the plan administrator that the recordkeeper holds the Plan's investment assets and executes

investment transactions. The plan administrator has obtained a certification from the recordkeeper as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the recordkeeper 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held for investment purposes and of reportable transactions, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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 recordkeeper, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Seaver & Forck, CPAs

Seaver & Forck, CPAs
Jefferson City, Missouri

October 14, 2013

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash	<u>\$ 3,070</u>	<u>\$ 3,070</u>
Investments:		
Fair Value of Investments in Registered Investment Companies	12,336,142	12,126,407
Fair Value of Funds Held in Insurance Co. General Account	<u>534,252</u>	<u>541,638</u>
	<u>12,870,394</u>	<u>12,668,045</u>
 TOTAL ASSETS	 <u>\$ 12,873,464</u>	 <u>\$ 12,671,115</u>
 NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	 <u>\$ 12,873,464</u>	 <u>\$ 12,671,115</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 12,873,464</u>	 <u>\$ 12,671,115</u>

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

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT 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>
ADDITIONS		
Additions to Net Assets Attributed to:		
Net Appreciation in Fair Value of Investments	\$ 1,476,651	\$ (1,295,365)
Other Income	20,912	-
Participant Contributions	-	1,335,454
Others Including Rollovers	-	18,927
	<u>1,497,563</u>	<u>59,016</u>
TOTAL ADDITIONS		
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Administrative Expenses	1,700	-
Investment Advisory Fees	35,000	-
Benefits Paid to Participants	1,258,514	709,962
	<u>1,295,214</u>	<u>709,962</u>
TOTAL DEDUCTIONS		
NET INCREASE	202,349	(650,946)
Net Assets Available for Benefits, Beginning of Year	<u>12,671,115</u>	<u>13,322,061</u>
Net Assets Available for Benefits, End of Year	<u>\$ 12,873,464</u>	<u>\$ 12,671,115</u>

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

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1. DESCRIPTION OF THE PLAN:

The following description of the Learfield Communications, Inc. 401(K) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan was adopted and became effective as of November 1, 1984 and was amended and restated effective as of January 1, 2009. The Plan is a defined contribution plan covering all employees of Learfield Communications, Inc. (Company), except those employees whose employment is governed by a collective bargaining agreement, and are twenty-one years of age or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants are permitted to enter the plan the first day of the Plan Year or the first day of the seventh month of the Plan Year coinciding with or next following their fulfillment of the eligibility requirements.

Contributions

Participants may defer up to \$17,000 (\$22,500 if age 50 or over) of their eligible compensation to the plan in 2012.

Matching contributions into the Learfield Communications, Inc. 401(K) Retirement Plan are determined annually at the discretion of the Company's Board of Directors. In 2012 and 2011, there was no employer contribution.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Employees vest in employer contributions as follows:

<u>Years of Vesting Service</u>	<u>Vesting</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1. DESCRIPTION OF THE PLAN (continued):

Payment of Benefits

Distributions to plan participants are available upon death, disability, termination from employment, or retirement. If the participant is married on the date benefits are to begin, he will receive a joint and 50% survivor annuity, unless otherwise elected. If the participant is not married, he will automatically receive a life annuity, unless otherwise elected. If a participant elects not to take a joint and survivor annuity or life annuity, one of the following methods of payment may be elected: (1) a single lump-sum payment; (2) the purchase of a different form of annuity; or (3) installments over a period of not more than your assumed life expectancy.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$852 and \$41,212, respectively. The 2012 forfeitures will be used to reduce Plan administration fees. The December 31, 2011 forfeiture account balance is an accumulation of forfeitures beginning January 2008 and continuing through December 31, 2011. The Company will distribute this balance to all participants in the Plan as of December 31, 2012.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES:

Date of management review

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

Basis of accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment valuation and income recognition

The Plan's investments are stated at aggregate fair values that are determined by quoted market price as of the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Estimates

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

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued):

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

Charges for administrative expenses are allocated to participant accounts and paid through the Plan. Fees for auditing the Plan are paid by the Company.

NOTE 3. PLAN TERMINATION:

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become one hundred percent vested in their accounts.

An investor purchased the stock of Learfield Communications, Inc. in November 28, 2011. On November 30, 2011 all the employees of the plan were terminated and then hired by the new employer. A plan of termination has not been approved, but terminating the plan is an option.

NOTE 4. RELATED PARTY TRANSACTIONS:

The Plan has a contract with Estate & Pension Services, Inc. to provide professional and administrative services. The agreement provides for the investment of contributions as designated by each participant in mutual funds. The Plan paid \$1,275 to Estate & Pension Services, Inc. for the year ended December 31, 2012. Estate & Pension Services, Inc. provides third party administrative services to the Plan, including drafting plan documents and performing compliance testing. Transamerica Retirement Solutions Corporation is an agent of Estate & Pension Services, Inc. Transamerica Retirement Services maintains the individual participants' accounts, including cash transactions, and provides records of balances and transactions quarterly to the plan administrator. Certain Plan investments are investment choices managed by Transamerica. Fees paid by Plan participants to Transamerica were \$10,653 for the year ended December 31, 2012. Certain unallocated funds are held by Central Bank.

Investment management services were provided by Securities America Advisors. Fees paid by Plan participants to Securities America were \$35,000 for the year ended December 31, 2012.

The Company pays the audit fees related to the retirement plan.

BGKR Ventures, Inc. was the Plan sponsor at December 31, 2012. The previous Plan sponsor was Learfield Communications, Inc.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 4. RELATED PARTY TRANSACTIONS (continued):

As documented at Note 9, the Plan contracts with Transamerica Life Insurance Company to provide a guaranteed investment contract. Fees paid for the year ended December 31, 2012 were \$18,890.

NOTE 5. ACCOUNTS OF INDIVIDUALS WHO HAVE WITHDRAWN:

Net assets available for benefits at December 31, 2012 and 2011 include \$25,167 and \$11,213,334 allocated to the accounts of individuals who, as of or prior to that date, had withdrawn from participating in the earnings and operations of the Plan, generally as a result of terminating employment.

NOTE 6. TAX STATUS:

The Plan obtained its latest determination letter in May 2003, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The plan has been amended since receiving the determination letter. The management of Learfield Communications, Inc. determined the Plan is non-compliant. The Plan is in the Voluntary Correction Program and corrective action is being taken. See Note 12.

The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE 7. FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 7. FAIR VALUE MEASUREMENTS (continued):

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds are generally obtained from a file feed from the National Securities Clearing Corporation, and/or directly from the fund house, or a secondary pricing source, such as Interactive Data Corporation.

Level 2 Fair Value Measurements

The Stable Value Option investment choice is a non-tradable obligation of Transamerica. The investment choices have a portfolio investment rate design in which all deposits in the particular investment choice are credited with the same interest rate on a daily basis. This investment is considered fairly valued at contract value.

Level 3 Fair Value Measurements

The guaranteed investment contract with an insurance company is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined using the contract value less any contingent deferred sales charge, if applicable.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 2012 and 2011.

		Fair Value Measurements at Reporting Date Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 2)
	Fair Value		
<u>December 31, 2012</u>			
Mutual Funds	\$ 12,336,142	\$ 12,336,142	\$ -
Investment Contract with Insurance	534,252	-	534,252
Total at Fair Value	<u>\$ 12,870,394</u>	<u>\$ 12,336,142</u>	<u>\$ 534,252</u>
<u>December 31, 2011</u>			
Mutual Funds	\$ 12,126,407	\$ 12,126,407	\$ -
Investment Contract with Insurance	541,638	-	541,638
Total at Fair Value	<u>\$ 12,668,045</u>	<u>\$ 12,126,407</u>	<u>\$ 541,638</u>

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 7. FAIR VALUE MEASUREMENTS (continued):

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) for the investment contract with insurance company for the years ended December 31, 2012 and 2011.

	2012	2011
Beginning balance	\$ -	\$ 97,424
Additions: Contributions deposited	-	14,866
Net transfers	-	(112,290)
Plan level withdrawal	-	-
Ending balance	<u>\$ -</u>	<u>\$ -</u>
The amount of total gains or losses for the year included in changes in net assets available for benefits attributable to the changes in unrealized gain or losses relating to assets held at the end of the reporting period	<u>\$ -</u>	<u>\$ -</u>

The Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfers. For the year ended December 31, 2011, there was a \$112,290 transfer to a funding successor out of Level 3 to Level 2.

NOTE 8. INVESTMENTS:

The following presents the fair values of investments measured on a recurring basis at December 31, 2012 and 2011, as determined by quoted market prices, which represent 5% or more of the Plan's net assets:

	2012	2011
Manning & Napier Pro-Blend Extended Term Fund	298,881	781,943
Manning & Napier Pro-Blend Maximum Term Fund	794,345	595,468
Manning & Napier Pro-Blend Moderate Term Fund	7,682,228	8,179,082

All investments are participant-directed.

During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) changed in value as follows:

	2012	2011
Net appreciation (depreciation) in fair value of investments:		
Mutual Funds	<u>\$ 1,476,651</u>	<u>\$ (1,295,365)</u>

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 9. FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACTS:

The Plan entered into a fully benefit-responsive investment contract with Transamerica Life Insurance Company. An investment contract is considered fully benefit-responsive if all five of the criteria listed below are met for that contract, when analyzed on an individual basis. Transamerica's Stable Value Option investment choices meet all of these criteria.

The Stable Value Option investment choices in Transamerica's Group Annuity Contract comply with the Financial Accounting Standards Board's (FASB's) fully benefit-responsive requirements, and thus are reportable at contract value in the defined contribution plan's financial statements. The Stable Value Option investment choices are not considered a guaranteed interest contract.

Fully benefit-responsive requirements are based on the following characteristics, and are reportable at contract value in the defined contribution plan's financial statements:

1. The Stable Value Option investment choice is a non-tradable obligation of Transamerica. The investment's contract or proceeds cannot nor will not be assigned or sold to another party without the consent of Transamerica.
2. The repayment of principal and interest credited to participants holding the investment is a financial obligation of Transamerica. However, if an event should ever occur such that realization of full contract value for a particular investment contract is no longer probable—for example, a significant decline in creditworthiness of Transamerica, the Stable Value Option investment choice may no longer be considered fully benefit-responsive.
3. The terms of Transamerica's Group Annuity Contract require all permitted participant-initiated transactions involving the investment to occur at contract value with no conditions, limits or restrictions. Permitted participant-initiated transactions are those allowed by the underlying defined contribution plan such as withdrawals for benefits, loans or transfers to other investment choices within the plan.
4. Since the Stable Value Option investment choice is an obligation of Transamerica, the occurrence of an event that limits the ability of the investment to transact at contract value between Transamerica and a participant holding the investment is not probable.
5. The Stable Value Option investment choice allows a participant reasonable access to their assets.

Prior to January 1st and July 1st the effective annual rate of interest is established for the corresponding six month period. Interest is credited, based upon the daily balance, at a rate that is the daily equivalent of the effective annual rate of interest applicable for the six month period. There is no stated minimum interest rate for the Stable Value Option investment choices.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 9. FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACTS (continued):

The Transamerica Stable Value Option investment choices are backed by the general account of TLIC or TFLIC. While TLIC or TFLIC declare rates periodically and back the principal and interest of these investment choices, any guarantees are subject to the claims paying ability of the insurance company. This investment choice is not guaranteed by the FDIC or any other government agency. Although plan participants generally may withdraw assets from the Stable Value Option investment choice without restrictions, TLIC or TFLIC may impose a hold period at the contract level in the event of a full contract discontinuance or partial contract discontinuance.

These investment choices seek to protect against any loss of principal while providing returns in excess of money market funds and one-year U. S. Treasury bills. The investment choices have a portfolio investment rate design in which all deposits in the particular investment choice are credited with the same interest rate on a daily basis, and with no set maturity. The effective guaranteed credited interest rate is set on a semi-annual basis and announced at least 45 days in advance of the date the new rate becomes effective. The guaranteed rate of interest shall not change during the six month period for which it is effective.

The following table reconciles the beginnings and ending balances of the fully benefit-responsive investment contract with the insurance company for the years ended December 31, 2012 and 2011.

	December 31, 2012	December 31, 2011
Beginning balance	\$ 541,892	\$ -
Contributions deposited during the year	-	656,649
Interest credited during the year	3,004	1,156
Transferred from separate account	85,252	11,941
Disbursed from fund to pay benefits	(57,072)	-
Transferred to separate account	(59,736)	(127,854)
Ending balance	<u>513,340</u>	<u>541,892</u>

The current value of the Plan's interest under this contract that was held in separate accounts at December 31, 2012 and 2011 was \$20,912 and \$10,796, respectively.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 10. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE:

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform any auditing procedures with respect to the information summarized below. The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Mutual Funds	\$ 12,336,142	\$ 12,126,407
Investment Contract with Insurance	534,252	541,638
Investment income (loss)	1,476,651	(1,295,365)

NOTE 11. RISKS AND UNCERTAINTIES:

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

NOTE 12. CONTINGENCIES:

In November 2011, the outstanding stock of Learfield Communications, Inc. was purchased by an investment group. It was discovered the plan document did not cover employees of the joint venture subsidiaries and these subsidiaries were not tested separately. The Plan took part in the Voluntary Correction Program and offered a corrective action plan. Department of Labor has accepted the Plan's corrective action plan and issued a compliance statement, dated August 14, 2013, regarding the operational failures of the Plan. The cost to the Company of correcting the operational failures is approximately \$40,000, which include the legal, consulting, and filing fees incurred by the Company in relation to this submission, as well as the cost of making the qualified non-elective contributions to the nonhighly compensated employees.

NOTE 13. SUBSEQUENT EVENTS:

The termination of the Plan will be approved when the determination letter is obtained from the Internal Revenue Service.

LEARFIELD COMMUNICATIONS, INC.
401(K) RETIREMENT PLAN
EIN: 46-1334695
PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment	(d) Cost	(e) Current Value
Transamerica Stable Value Compass Option	Guaranteed Investment		513,340
American Century Government Bond Fund	Registered Investment Company		173,750
Alger Capital Appreciation Fund	Registered Investment Company		216,916
American Century Mid Cap Value Fund	Registered Investment Company		166,468
Invesco Small Cap Growth Fund	Registered Investment Company		55,325
Invesco Mid Cap Core Equity Fund	Registered Investment Company		67,671
American Funds New Perspective Fund	Registered Investment Company		61,594
Franklin Small Cap Value Fund	Registered Investment Company		25,890
Franklin Utilities Fund	Registered Investment Company		16,758
Ivy Science & Technology Fund	Registered Investment Company		42,473
Janus Balanced Fund	Registered Investment Company		35,630
JP Morgan Core Bond Fund	Registered Investment Company		268,673
JP Morgan High Yield Bond Fund	Registered Investment Company		104,571
Prudential Jennison Natural Resources Fund	Registered Investment Company		55,146
Manning & Napier Pro-Blend Extended Term Fund	Registered Investment Company		298,881
Manning & Napier Pro-Blend Conservative Fund	Registered Investment Company		332
Manning & Napier Pro-Blend Maximum Term Fund	Registered Investment Company		794,345
Manning & Napier Pro-Blend Moderate Term Fund	Registered Investment Company		7,682,227
MFS Massachusetts Investors Trust	Registered Investment Company		247,232
Oppenheimer Developing Markets Fund	Registered Investment Company		152,105
Oppenheimer International Bond Fund	Registered Investment Company		32,001
T. Rowe Price Retirement 2015 Fund	Registered Investment Company		61,888
T. Rowe Price Retirement 2025 Fund	Registered Investment Company		6,982
T. Rowe Price Retirement 2035 Fund	Registered Investment Company		257,125
T. Rowe Price Retirement 2045 Fund	Registered Investment Company		19,936
T. Rowe Price Retirement 2055 Fund	Registered Investment Company		64,437
Ridgeworth Mid-Cap Value Equity Fund	Registered Investment Company		51,236
Ridgeworth Small Cap Value Equity Fund	Registered Investment Company		276,493
Ridgeworth Large Cap Value Equity Fund	Registered Investment Company		494,512
Templeton Global Bond Fund	Registered Investment Company		41,305
Thornburg International Value Fund	Registered Investment Company		279,357
T. Rowe Price Retirement 2010 Fund	Registered Investment Company		137,400
T. Rowe Price Retirement 2030 Fund	Registered Investment Company		17,067
T. Rowe Price Retirement 2040 Fund	Registered Investment Company		101,010
T. Rowe Price Retirement 2050 Fund	Registered Investment Company		4,680
Vanguard Reit Index Fund - Investor	Registered Investment Company		24,726
Expense Budget Account	Guaranteed Investment		20,912
			<u>12,870,394</u>

Note: Column (a) is blank as there were no parties-in-interest.
Column (d) is blank as all investments are participant directed.

LEARFIELD COMMUNICATIONS, INC.

401(K) RETIREMENT PLAN

EIN: 46-1334695

PLAN NUMBER 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or Loss

"No reportable transactions."

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

Name of Plan:

► Learfield 401(k) Retirement Plan

Employer Identification Number: ► 46-1334695

For plan year (beginning/ending): ► 01-01-2012 / 12-31-2012 Plan number: ► 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	(d) Cost	(e) Current value
	CENTRAL BANK	CASH ACCOUNT		3,070
	TRANSAMERICA STABLE VALUE COMPASS OPTION	GUARANTEED INVESTMENT		513,339
	AMERICAN CENTURY GOVERNMENT BOND FUND	REG. INVEST. COMPANY		173,750
	ALGER CAPITAL APPRECIATION FUND	REG. INVEST. COMPANY		216,916
	AMERICAN CENTURY MID CAP VALUE FUND	REG. INVEST. COMPANY		166,468
	INVESCO SMALL CAP GROWTH FUND	REG. INVEST. COMPANY		55,325
	INVESCO MID CAP CORE EQUITY FUND	REG. INVEST. COMPANY		67,671
	AMERICAN FUNDS NEW PERSPECTIVE FUND	REG. INVEST. COMPANY		61,594
	FRANKLIN SMALL CAP VALUE FUND	REG. INVEST. COMPANY		25,890
	FRANKLIN UTILITIES FUND	REG. INVEST. COMPANY		16,758
	IVY SCIENCE & TECHNOLOGY FUND	REG. INVEST. COMPANY		42,473
	JANUS BALANCED FUND	REG. INVEST. COMPANY		35,630
	JPMORGAN CORE BOND FUND	REG. INVEST. COMPANY		268,673
	JPMORGAN HIGH YIELD BOND FUND	REG. INVEST. COMPANY		104,571
	PRUDENTIAL JENNISON NATURAL RESOURCES FUND	REG. INVEST. COMPANY		55,146
	MANNING & NAPIER PRO-BLEND EXTENDED TERM FUND	REG. INVEST. COMPANY		298,881
	MANNING & NAPIER PRO-BLEND CONSERVATIVE TERM FUN	REG. INVEST. COMPANY		332
	MANNING & NAPIER PRO-BLEND MAXIMUM TERM FUND	REG. INVEST. COMPANY		794,345
	MANNING & NAPIER PRO-BLEND MODERATE TERM FUND	REG. INVEST. COMPANY		7,682,227
	MFS MASSACHUSETTS INVESTORS TRUST	REG. INVEST. COMPANY		247,232
	OPPENHEIMER DEVELOPING MARKETS FUND	REG. INVEST. COMPANY		152,105
	OPPENHEIMER INTERNATIONAL BOND FUND	REG. INVEST. COMPANY		32,001
	T. ROWE PRICE RETIREMENT 2015 FUND	REG. INVEST. COMPANY		61,888
	T. ROWE PRICE RETIREMENT 2025 FUND	REG. INVEST. COMPANY		6,982
	T. ROWE PRICE RETIREMENT 2035 FUND	REG. INVEST. COMPANY		257,125
	T. ROWE PRICE RETIREMENT 2045 FUND	REG. INVEST. COMPANY		19,936
	T. ROWE PRICE RETIREMENT 2055 FUND	REG. INVEST. COMPANY		64,437
	RIDGEWORTH MID-CAP VALUE EQUITY FUND	REG. INVEST. COMPANY		51,236
	RIDGEWORTH SMALL CAP VALUE EQUITY FUND	REG. INVEST. COMPANY		276,493
	RIDGEWORTH LARGE CAP VALUE EQUITY FUND	REG. INVEST. COMPANY		494,512
	TEMPLETON GLOBAL BOND FUND	REG. INVEST. COMPANY		41,305
	THORNBURG INTERNATIONAL VALUE FUND	REG. INVEST. COMPANY		279,357
	T. ROWE PRICE RETIREMENT 2010 FUND	REG. INVEST. COMPANY		137,400
	T. ROWE PRICE RETIREMENT 2030 FUND	REG. INVEST. COMPANY		17,067
	T. ROWE PRICE RETIREMENT 2040 FUND	REG. INVEST. COMPANY		101,010
	T. ROWE PRICE RETIREMENT 2050 FUND	REG. INVEST. COMPANY		4,680
	VANGUARD REIT INDEX FUND	REG. INVEST. COMPANY		24,726
	EXPENSE BUDGET ACCOUNT	GUARANTEED INVESTMENT		20,912
	TOTAL			12,873,464