

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>401K SAFE, LLC MULTIPLE EMPLOYER 401(K) 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>01/01/2010</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2010</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2010</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>401K SAFE, LLC</u> <u>1919 OXMOOR ROAD, SUITE 104</u> <u>BIRMINGHAM, AL 35209</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>27-1487169</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>205-202-8523</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>525100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>27-1487169</u>	2c Sponsor's telephone number <u>205-202-8523</u>	2d Business code (see instructions) <u>525100</u>	
2b Employer Identification Number (EIN) <u>27-1487169</u>					
2c Sponsor's telephone number <u>205-202-8523</u>					
2d Business code (see instructions) <u>525100</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	LEE LICHTENSTEIN 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 401K SAFE, LLC 1919 OXMOOR ROAD, SUITE 104 BIRMINGHAM, AL 35209		3b Administrator's EIN 27-1487169 3c Administrator's telephone number 205-202-8523
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 5957
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	5721
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	837
d Subtotal. Add lines 6a , 6b , and 6c	6d	6558
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	6559
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4108
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	227
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 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) <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 <u>401K SAFE, LLC MULTIPLE EMPLOYER 401(K) 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>401K SAFE, LLC</u>	D Employer Identification Number (EIN) <u>27-1487169</u>	

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

LINCOLN NATIONAL LIFE INSURANCE CO.

(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
<u>35-0472300</u>	<u>65676</u>	<u>65676</u>	<u>4108</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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
<u>308168</u>	<u>286604</u>

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

401K SAFE
1919 OXMOOR RD
SUITE 104
BIRMINGHAM, AL 35209

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>98653</u>	<u>PLAN EXPENSES</u>	<u>0</u>

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

PINNACLE FINANCIAL SRV INC
1177 HYPOLUXO RD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>96600</u>	<u>TPA AWARDS</u>	<u>5</u>

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

PINNACLE FINANCIAL SRV INC

1177 HYPOLUXO RD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	85023	TPA SUBSIDY	5

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

LINCOLN FINANCIAL ADVISORS

1300 S CLINTON ST
STE 150
FORT WAYNE, IN 46802-9999

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
84949			4

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

ROYAL ALLIANCE ASSOCIATES INC

1 WORLD FINANCIAL CTR
200 LIBERTY ST FL 14
NEW YORK, NY 10281

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
37799			4

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

AMERIPRISE FINANCIAL SERVICES

5501 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416-2901

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
35773			4

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

METLIFE SECURITIES INC

1095 AVE OF THE AMERICAS
NEW YORK, NY 10036

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24782			4

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

LINCOLN FINANCIAL SECURITIES

9043 PERRY HWY
PITTSBURGH, PA 15237

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24584			4

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

LPL FINANCIAL CORPORATION

9785 TOWNE CTR DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
23195			4

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

PRUCO SECURITIES LLC

751 BROAD ST
NEWARK, NJ 07102-3777

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
18746			4

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

WELLS FARGO ADVISORS LLC

UP RECOVERIES
PO BOX 3908
PORTLAND, OR 97208-0132

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11445			4

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

COMMONWEALTH FINANCIAL NETWORK

ONE UNIVERSITY OFFICE PARK
29 SAWYER RD
WALTHAM, MA 02453-3467

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
9961			4

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

COMPREHENSIVE ASSET MGMT

2001 ROUTE 46 STE 506
PARSIPPANY, NJ 07054

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8093			4

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

TROY P. NEIMANN

3073 QUIET CANYON DR
BEND, OR 97701

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6808			4

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

MITCHELL, TIMOTHY J

5312 MCCORKLE AVE SW STE302
S CHARLESTON, WV 25309

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5686			4

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

AMERIPRISE FINANCIAL SERVICES

5501 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416-2901

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5231	MARKETING ALLOWANCE	4

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

MONEY CONCEPTS CAPITAL CORP

11440 JOG RD
STE 101
PALM BEACH GARDENS, FL 33418-1756

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4967			4

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

HUNTLEIGH SECURITIES CORPORATION

7800 FORSYTH BLVD FL 5
SAINT LOUIS, MO 63105-3311

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4806			4

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

MORGAN STANLEY SMITH BARNEY

1747 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20006

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3107			4

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

NFP SECURITIES INC

1250 CAPITAL OF TX HWY S
BLDG 2 STE 125
AUSTIN, TX 78746

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1852			4

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

XCEL INSURANCE CORPORATION

7381 CALHOUN PL STE 600
ROCKVILLE, MD 20855-2788

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
912			4

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

NATIONAL PLANNING CORPORATION

401 WILSHIRE BLVD STE 1100
SANTA MONICA, CA 90401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
703			4

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

LINCOLN FINANCIAL ADVISORS

1300 S CLINTON ST
STE 150
FORT WAYNE, IN 46802-9999

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	442	NON MONETARY COMPENSATION TO SALES REP	4

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

AMERIPRISE FINANCIAL SERVICES

50082 AMERIPRISE FINANCIAL CTR
MINNEAPOLIS, MN 55474-2901

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	104	NON-MONETARY COMPENSATION TO SALES REP	4

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

PINNACLE FINANCIAL SRV INC

1177 HYPOLUXO RD
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	83	MARKETING ALLOWANCE	5

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

LINCOLN FINANCIAL SECURITIES

9043 PERRY HWY
PITTSBURGH, PA 15237

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	52	NON-MONETARY COMPENSATION TO SALES REP	4

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

ROYAL ALLIANCE ASSOCIATES INC

1 WORLD FINANCIAL CTR
200 LIBERTY ST FL 14
NEW YORK, NY 10281

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	52	NON-MONETARY COMPENSATION TO SALES REP	4

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

METLIFE SECURITIES INC

1095 AVE OF THE AMERICAS
NEW YORK, NY 10036

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	52	NON-MONETARY COMPENSATION TO SALES REP	4

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

MITCHELL, TIMOTHY J

5312 MCCORKLE AVE SW STE 302
S CHARLESTON, WV 25309

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON MONETARY COMPENSATION TO SALES REP	4

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

MONEY CONCEPTS CAPITAL CORP

11440 JOG RD
STE 101
PALM BEACH GARDENS, FL 33418-1756

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON MONETARY COMPENSATION TO SALES REP	4

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

HUNTLEIGH SECURITIES CORPORATION

7800 FORSYTH BLVD FL 5
SAINT LOUIS, MO 63105

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

MORGAN STANLEY SMITH BARNEY

1747 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20006

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

NATIONAL PLANNING CORPORATION

401 WILSHIRE BLVD STE 1100
SANTA MONICA, CA 90401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

COMMONWEALTH FINANCIAL NETWORK

ONE UNIVERSITY OFFICE PARK
29 SAWYER RD
WALTHAM, MA 02453-3467

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

COMPREHENSIVE ASSET MGMT

2001 ROUTE 46 STE 506
PARSIPPANY, NJ 07054

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

LPL FINANCIAL CORPORATION

9785 TOWNE CTR DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

NFP SECURITIES INC.

1250 CAPITAL OF TX HWY S
BLDG 2 STE 125
AUSTIN, TX 78746

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

PRUCO SECURITIES LLC

751 BROAD ST
NEWARK, NJ 07102-3777

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

WELLS FARGO ADVISORS LLC

UP RECOVERIES
PO BOX 3908
PORTLAND, OR 97208-0132

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

TROY P. NEIMANN

3073 QUIET CANYON DR
BEND, OR 97701

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	13	NON-MONETARY COMPENSATION TO SALES REP	4

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

XCEL INSURANCE CORPORATION

7381 CALHOUN PL STE 600
ROCKVILLE, MD 20855-2788

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	13	NON-MONETARY COMPENSATION TO SALES REP	4

(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	9807894
5 Current value of plan's interest under this contract in separate accounts at year end	5	54664761

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. 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 ▶ **GUARANTEED ACCOUNT**

b Balance at the end of the previous year	7b	2963630
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c Additions: (1) Contributions deposited during the year	7c(1)	10077203	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	57439	
(4) Transferred from separate account	7c(4)	8273659	
(5) Other (specify below)	7c(5)	34270	

▶ **TAKEOVER/LOAN PRINCIPAL & INTEREST**

(6) Total additions	7c(6)	18442571
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d Total of balance and additions (add lines 7b and 7c(6))	7d	21406201
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	11582169	
(2) Administration charge made by carrier	7e(2)	16089	
(3) Transferred to separate account	7e(3)	49	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	11598307
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	9807894
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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 401K SAFE, LLC MULTIPLE EMPLOYER 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 401K SAFE, LLC	D Employer Identification Number (EIN) 27-1487169	

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
LINCOLN NATIONAL CORPORATION
35-1140070

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

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

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

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

LINCOLN NATIONAL CORPORATION

35-1140070

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	SERVICE PROVIDER	379013	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

STADION MONEY MANAGEMENT

58-2099805

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	SERVICE PROVIDER	317080	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PINNACLE FINANCIAL SERVICES

59-2438373

(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	SERVICE PROVIDER	84678	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2012</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>		
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012				
A Name of plan 401K SAFE, LLC MULTIPLE EMPLOYER 401(K) PLAN		B Three-digit plan number (PN) ▶ 001		
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 401K SAFE, LLC		D Employer Identification Number (EIN) 27-1487169		
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">Part I</td> <td>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)</td> </tr> </table>			Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)			
a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED GOVT ULTRASHORT DURATION				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 890716		
a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA ACORN				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-117	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134923		
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN HIGH INCOME				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-120	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 365298		
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY MODERATE				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-121	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50108		
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MONDRIAN INTERNATIONAL VALUE				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-122	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5957		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL/MID CAP INDEX				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-124	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 929		
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA S & P 500 INDEX				
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO				
c EIN-PN 35-0472300-127	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 606567		

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO GROWTH & INCOME		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-128	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99643
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY CONSERV GROWT		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100129
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172925
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA SMALL-CAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-136	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 240684
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP CLARION GLOBAL REAL ESTATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-155	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66638
a Name of MTIA, CCT, PSA, or 103-12 IE: DELAWARE VIP SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-156	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21257
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP VANGUARD INTERNATIONAL EQUITY		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-159	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 214285
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VIT GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-165	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 327181
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-180	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23473
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK CAPITAL APPRECIATION		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-181	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: FTVIPT TEMPLETON GLOBAL BOND SECUR		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-186	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 150152
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP BLACKROCK INFLATION PROTECTED		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-192	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 397087
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MARKETS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-194	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 197956
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DELAWARE FOUND CONSERVATIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-195	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DEL FOUNDATION MODERATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-196	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DELAWARE FOUNDATION AGGRESSIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-197	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDS INVESTMENT CO OF AMERICA		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-401	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS EUROPACIFIC GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-401	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 337841
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2010		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-701	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8925
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2010		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-701	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2020		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-702	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 309494
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2030		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-703	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 338459
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2030		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-703	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2040		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-704	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 461206
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2040		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-704	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED CONSERVATIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-705	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1628419
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED MODERATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-706	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16270956
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-707	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21573584
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA INTERNAT'L INDX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-708	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA BOND INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-709	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 255440

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP DELAWARE SPECIAL OPPORTUNITIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-710	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57298
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-711	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 189647
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-712	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 211156
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MIDCAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-713	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 226779
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-714	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112624
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-715	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 139706
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP PROTECTED PROFILE 2050		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 334521
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-720	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 614290
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED BALANCED		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-722	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6106782
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MANAGED CAPITAL PRESERV		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO		
c EIN-PN 35-0472300-723	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1421725

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

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

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

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.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 401K SAFE, LLC MULTIPLE EMPLOYER 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 401K SAFE, LLC		D Employer Identification Number (EIN) 27-1487169

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	19244	33210
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	580709	127678
	(2) Participant contributions	1b(2)	247412	201618
	(3) Other.....	1b(3)	31006	30761
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)	2039565	2504748
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	53299794	54664761
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2963630	9807893
	(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	59181360	67370669

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	63791	94903
k Total liabilities (add all amounts in lines 1g through 1j)	1k	63791	94903

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	59117569	67275766
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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)	2998227	
(B) Participants	2a(1)(B)	7568400	
(C) Others (including rollovers)	2a(1)(C)	400657	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10967284
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)	97165	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		97165
(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)		6828070
(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)		
c Other income.....	2c		92317
d Total income. Add all income amounts in column (b) and enter total.....	2d		17984836

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8669489	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	462560	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		9132049
f Corrective distributions (see instructions)	2f		94803
g Certain deemed distributions of participant loans (see instructions).....	2g		53459
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	323948	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	122660	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		446608
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9726919

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8257917
l Transfers of assets:			
(1) To this plan.....	2l(1)		25535781
(2) From this plan	2l(2)		25635501

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: **WARREN AVERETT, LLC**

(2) EIN: **45-4084437**

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		755571
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)

ERECTED STEEL PRODUCTS OF ALABAMA INC 401K PLAN

MONOGRAM FOOD SOLUTIONS 401K PLAN

SERVISFIRST BANK 401K PROFIT SHARING PLAN & TRUST

WALTER ENERGY INC RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
63-0948048	001
45-3115232	001
20-2451671	002
13-3429953	217

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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)

DELTA ELECTRONICS MFG CORP 401K SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
04-2204201	003

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>401K SAFE, LLC MULTIPLE EMPLOYER 401(K) 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>401K SAFE, LLC</u>	D Employer Identification Number (EIN) <u>27-1487169</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>35-0472300</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): _____

**401K SAFE, LLC
MULTIPLE EMPLOYER 401(k) PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

DECEMBER 31, 2012

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INDEPENDENT AUDITORS' REPORT

October 15, 2013

Plan Committee
401K Safe, LLC Multiple Employer 401(k) Plan
Birmingham, Alabama

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of 401K Safe, LLC Multiple Employer 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 C, which was certified by Lincoln National Life Insurance Company, the insurance company of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the insurance company of the plan holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the insurance company as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the insurance company is complete and accurate.

Plan Committee
401K Safe, LLC Multiple Employer 401(k) Plan
October 15, 2013

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 Schedule H, Line 4a - Schedule of Delinquent Participant Contributions, and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 for the year ended December 31, 2012, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the insurance company, 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.

Warren Averett, LLC

Birmingham, Alabama

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
Investments, at fair value	\$ 65,741,659	\$ 56,555,321
Receivables		
Employer contributions	127,678	580,709
Participant contributions	201,618	247,412
Other	30,761	31,006
Notes receivable from participants	<u>2,504,748</u>	<u>2,039,565</u>
	<u>2,864,805</u>	<u>2,898,692</u>
	68,606,464	59,454,013
LIABILITIES		
Excess participant contributions payable	<u>94,903</u>	<u>63,791</u>
Net Assets Reflecting Investments at Fair Value	68,511,561	59,390,222
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Contracts	<u>(1,235,795)</u>	<u>(272,653)</u>
Net Assets Available for Benefits	<u><u>\$ 67,275,766</u></u>	<u><u>\$ 59,117,569</u></u>

See notes to financial statements.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets Attributed to

Investment income:

Net appreciation in fair value of investments	\$ 6,828,070
Interest income on notes receivable from participants	97,165

6,925,235

Contributions:

Employer	7,568,400
Participant	2,998,227
Rollovers and other	492,974

11,059,601

17,984,836

Deductions from Net Assets Attributed to

Benefits to participants	8,722,948
Administrative expenses	909,168
Corrective distributions	94,803

9,726,919

Net Increase Prior to Transfers	8,257,917
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Transfers in	25,535,781
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Transfers out	<u>(25,635,501)</u>
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Net Increase	8,158,197
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Net Assets Available for Benefits - beginning of year	<u>59,117,569</u>
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Net Assets Available for Benefits - end of year	<u><u>\$ 67,275,766</u></u>
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See notes to financial statements.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A - DESCRIPTION OF THE PLAN

The following description of 401K Safe, LLC Multiple Employer 401(k) Plan (the Plan) provides only general information. Participants should refer to their respective employer's adoption agreement for a complete description of the Plan's provisions, as it applies to them.

General

The Plan was established on January 1, 2010 and is a multiple employer plan maintained by 401K Safe, LLC (the Sponsor) as a defined contribution plan. With the consent of the Sponsor, an employer (worksite employer) may adopt the Plan by executing an adoption agreement. The provisions of the Plan as applicable to the worksite employer and its employees are based on the selections of the worksite employer with respect to the variable features provided for in the adoption agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees

Eligibility

Employees of each employer will become eligible to participate in the plan as specified in the adoption agreement. The minimum age specified in the adoption agreement shall not exceed age 21 and the number of years of service that may be specified in the adoption agreement shall not exceed one year.

Contributions

Each year, participants may contribute up to 100 percent of pretax compensation (up to the Internal Revenue Service (IRS) maximum allowable amount), as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. On December 31, 2012, the Plan offered 38 pooled separate accounts and three guaranteed investment account as investment options to which participants directed their investments. Each employer contributes a matching contribution or profit sharing contribution as indicated on the adoption agreement. Contributions are subject to certain IRS limitations.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A - DESCRIPTION OF THE PLAN - Continued

During 2012, the Plan accepted assets of \$25,535,781 attributable to employees of worksite employers that adopted the Plan. The Plan also transferred assets of \$25,635,501 from the Plan attributable to participants of former participating worksite employers that elected to terminate participation in the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the worksite employer's matching contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participants' 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.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the employer contribution portion of their accounts is based on years of continuous service as defined in their respective worksite employer's adoption agreement.

Forfeited Accounts

At December 31, 2012, forfeited nonvested accounts totaled \$207,202 (\$114,027 at December 31, 2011). Forfeitures of nonvested accounts shall be used to reduce future employer contributions. During 2012, employer contributions were reduced by \$25,916 from forfeited nonvested accounts.

Notes Receivable from Participants

Participants may borrow from their vested account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.25 percent, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through monthly payroll deductions.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A - DESCRIPTION OF THE PLAN - Continued

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a fixed reasonable period of time, not to exceed the life expectancy of the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Plan Amendments

Effective September 24, 2012, a participant defaulting on a loan, shall have 90 days to cure the default prior to the loan balance becoming a deemed distribution to the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts of Lincoln National Life Insurance Company (the insurance company). The statements of net assets available for benefits present the fair value of the investment in the insurance company's contracts, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

The fair value of the Plan's investment in the guaranteed investment contract is primarily based on market values obtained from independent pricing services, quotes by dealers who are market makers in those securities, a pricing service based upon market transactions for normal, institutional-sized trading units of the same or similar securities or the net asset value per share/unit on the valuation date. Accrued interest, if any, on the underlying investments of the synthetic investment contracts is added to the fair value of the investments for presentation purposes.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES -
Continued

Use of Estimates

The preparation of 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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investment committee determines the Plan's valuation policies utilizing information provided by the insurance company. See Note D for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants represent loans to participants and are measured at the unpaid principal balance plus any accrued and unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the worksite employer deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based on the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES -
Continued

Expenses

Certain administrative expenses of the Plan, including custodial fees and record keeping fees, have been paid by the Plan. Fees paid by the Plan during 2012 totaled \$909,168. Other administrative expenses, including legal and accounting fees, have been paid by the Sponsor. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events and their potential effects on these financial statements through the report date, which is the date the financial statements were available to be issued.

NOTE C - INVESTMENT INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments and interest and dividends for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Lincoln National Life Insurance Company (the insurance company).

The following presents investments that represent five percent or more of the Plan's net assets:

	2012	2011
Lincoln National Life Insurance Company:		
Stadion Managed Moderate Fund	\$16,270,956	10,815,786
Stadion Managed Growth Fund	21,573,584	8,296,965
Stadion Managed Balanced Fund	6,106,782	-
LVIP Vanguard International Equity Fund	-	3,876,420
LVIP SSgA Bond Index Fund	-	6,934,841
LVIP SSgA S&P 500 Index Fund	-	6,547,145
SSgA Russell Large Cap Value Index Strategy		
Fund	-	3,167,655
Guaranteed Account	11,043,688	3,236,283

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE C - INVESTMENT INFORMATION - Continued

During 2012, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated \$6,828,070 in fair value.

NOTE D - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures*, provides the 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 are described as follows:

- 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 (other than Level 1) for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset 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.

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.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE D - FAIR VALUE MEASUREMENTS - Continued

Pooled separate accounts: The underlying investments consist of mutual funds; domestic and international stocks; fixed securities, such as asset-backed securities, residential mortgage-backed securities, commercial mortgage-backed securities and corporate bonds; and commercial real estate, including mortgage loans, which are backed by the associated properties. Mutual funds are valued at the net asset value of shares held by the Plan at year end. Common stock and fixed securities are valued at the closing price reported on the active market on which the individual securities are traded. Real estate is valued based on certified appraisals updated daily for changes in factors, such as occupancy levels, lease rates, overall market conditions and capital improvements. Mortgage loans are valued based on estimated market interest rates for loans of comparable quality and maturity giving consideration to the value of the underlying collateral. The net asset value (NAV) of the separate accounts is not publicly quoted.

Cash: Noninterest-bearing cash valued using the balance in the bank account at year-end.

Guaranteed investment account: Valued at the amount Plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity for an event other than death, disability, termination or retirement. Fair value represents contract value adjusted to reflect current market interest rates only to the extent such markets rates exceed crediting rates.

The preceding methods described 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 valuations 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.

A small portion of the Plan's financial instruments, including Company and participant contributions receivable and notes receivable from participants, are not measured at fair value on a recurring basis. However, these instruments are carried at amounts that approximate fair value due to their liquid, or short-term, nature.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Fair Value Measurement at December 31, 2012			
	Quoted Prices in Active Markets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
December 31, 2011				
Pooled separate accounts:				
Fixed income	\$ -	\$ 2,275,897	\$ -	\$ 2,275,897
Balanced/asset allocation	-	27,658,033	-	27,658,033
Small/mid cap U.S. equity	-	1,457,666	-	1,457,666
Large cap U.S. equity	-	22,648,442	-	22,648,442
International equity	-	624,723	-	624,723
Total pooled separate accounts	-	54,664,761	-	54,664,761
Guaranteed investment account	-	-	11,043,688	11,043,688
Stable value fund	-	19,583	-	19,583
Cash	13,627	-	-	13,627
	<u>\$ 13,627</u>	<u>\$ 54,684,344</u>	<u>\$ 11,043,688</u>	<u>\$ 65,741,659</u>

	Fair Value Measurement at December 31, 2011			
	Quoted Prices in Active Markets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
December 31, 2010				
Pooled separate accounts:				
Fixed income	\$ -	\$ 9,261,234	\$ -	\$ 9,261,234
Balanced/asset allocation	-	13,900,092	-	13,900,092
Small/mid cap U.S. equity	-	11,868,533	-	11,868,533
Large cap U.S. equity	-	14,043,277	-	14,043,277
International equity	-	4,226,658	-	4,226,658
Total pooled separate accounts	-	53,299,794	-	53,299,794
Guaranteed investment account	-	-	3,236,283	3,236,283
Stable value fund	-	19,244	-	19,244
	<u>\$ -</u>	<u>\$ 53,319,038</u>	<u>\$ 3,236,283</u>	<u>\$ 56,555,321</u>

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Guaranteed Investment Account
Beginning balance - January 1, 2012	\$ 3,236,283
Realized gains	37,980
Purchases	<u>7,769,425</u>
Ending balance - December 31, 2012	<u>\$11,043,688</u>

Unrealized gains (losses) from the guaranteed investment contract are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

The following table represents the Plan's Level 3 investment assets, the valuation techniques used to measure fair value of those investment assets and the significant unobservable inputs and the ranges of values for those inputs:

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Weighted Average
Guaranteed accounts	\$ 11,043,688	Contract value	Crediting interest rate	3.11

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE E - INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

The Plan has a fully benefit-responsive investment contract with Lincoln National Life Insurance Company (LNL). LNL maintains the contributions in a general account. The account is credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses charged by LNL. The adjustment included in the statements of net assets available for benefits from fair value to contract value for the investment contract is based on the contract value as reported by LNL (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses). The contract value and the fair value of the investment contract at December 31, 2012, were \$9,807,893 and \$11,043,688, respectively (\$2,963,630 and \$3,236,283, respectively at December 31, 2011).

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by the insurance company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest yield was approximately 3.11 percent in 2012 (3.37 percent in 2011). The crediting interest rate is based on a formula agreed upon with the issuer. There is no minimum credited rate in the contract. Such interest rates are reviewed on a monthly basis for resetting.

Certain events, such as the premature termination of the contract by the Plan or termination of the Plan, would limit the Plan's ability to transact at contract value with Lincoln National Life Insurance Company. These events would also permit LNL to terminate the contract and settle at amounts that differ from contract value. The plan administrator does not believe that the occurrence of such events, which would limit the Plan's ability to transact at contract value with Plan participants, is probable.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE E - INVESTMENT CONTRACTS WITH INSURANCE COMPANIES
POLICIES - Continued

The Plan also has a fully benefit-responsive investment contract with Wells Fargo Bank, N.A. (Wells Fargo), a subsidiary of Wells Fargo & Company. Wells Fargo maintains the contributions in a general account. The account is credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses charged by Wells Fargo. The adjustment included in the statements of net assets available for benefits from fair value to contract value for the investment contract is based on the contract value as reported by Wells Fargo (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses). The contract value and the fair value of the investment contract at December 31, 2012, was \$19,583 (\$19,244 at December 31, 2011).

The average yield and crediting interest yield was approximately 10.15 percent in 2012 (8.24 percent in 2011). The crediting interest rate is based on a formula agreed upon with the issuer. There is no minimum credited rate in the contract. Such interest rates are reviewed on a monthly basis for resetting.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Wells Fargo. These events would also permit Wells Fargo to terminate the contract and settle at amounts that differ from contract value. The plan administrator does not believe that the occurrence of such events, which would limit the Plan's ability to transact at contract value with Plan participants, is probable.

NOTE G - TAX STATUS

The Plan obtained its latest determination letter on September 8, 2013, in which the Internal Revenue Service (IRS) stated that the Plan and related trust, as then designed, were in compliance with the applicable sections of the Internal Revenue Code (IRC).

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE H - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts and an unallocated insurance company contract managed by Lincoln National Life Insurance Company, the insurance company, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$323,948 for the year ended December 31, 2012.

NOTE I - RISKS AND UNCERTAINTIES

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

NOTE J - PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor 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 would become 100 percent vested in their employer contributions.

NOTE K - EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 15, 2013.

NOTE L - DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2012, certain worksite employers failed to remit participant contributions totaling \$755,571 to the insurance company in accordance with the Department of Labor's rules regarding the timeliness of depositing such participant contributions. These employers contributed approximately \$633 to the Plan subsequent to year end, which represented the investment income that would have been earned by the participants had the contributions been deposited with the trustee on a timely basis.

SUPPLEMENTAL SCHEDULES

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
EMPLOYER ID #27-1487169
PLAN #001
SCHEDULE H, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

Participant Contribution Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 755,571	\$ -	\$ 755,571	\$ -	\$ -

See independent auditors' report.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
EMPLOYER ID #27-1487169
PLAN #001
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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
*	Lincoln National Life Insurance Company:		
	Guaranteed Fund	Unallocated contracts	\$ 11,043,688
	American Funds EuroPacific Growth Fund	Pooled Separate Account	337,841
	Blackrock Capital Appreciation Fund	Pooled Separate Account	23,473
	Columbia Acorn Fund	Pooled Separate Account	134,923
	Delaware VIP Small Cap Value	Pooled Separate Account	21,257
	Federal Government Ultrashort Term Fund	Pooled Separate Account	890,716
	Franklin High Income Fund	Pooled Separate Account	365,298
	Invesco Van Kampen Growth & Income Fund	Pooled Separate Account	99,643
	LVIP BlackRock Inflation Protected Fund	Pooled Separate Account	397,087
	LVIP Clarion Global Real Estate	Pooled Separate Account	66,638
	LVIP Delaware Special Opportunities Fund	Pooled Separate Account	57,298
	LVIP Managed Risk Pr 2050 SALL	Pooled Separate Account	334,521
	LVIP Mondrian International Value SA22	Pooled Separate Account	5,957
	LVIP Protected Profile 2010 Fund	Pooled Separate Account	8,925
	LVIP Protected Profile 2020 Fund	Pooled Separate Account	309,494
	LVIP Protected Profile 2030 Fund	Pooled Separate Account	338,459
	LVIP Protected Profile 2040 Fund	Pooled Separate Account	461,206
	LVIP SSgA S&P Equity 500 Index Fund	Pooled Separate Account	606,567
	LVIP SSgA Bond Index	Pooled Separate Account	255,440
	LVIP SSgA Small Cap Index Fund	Pooled Separate Account	240,684
	LVIP Vanguard International Equity Fund	Pooled Separate Account	214,285
	MFS VIT Growth	Pooled Separate Account	327,181
	Oppenheimer Developing Markets	Pooled Separate Account	197,956
	PIMCO Total Return Fund	Pooled Separate Account	614,290
	SSgA Mid Cap Index Strategy Fund	Pooled Separate Account	226,779
	SSgA Russell Large Cap Growth Index Strategy Fund	Pooled Separate Account	211,156
	SSgA Russell Large Cap Value Index Strategy Fund	Pooled Separate Account	189,647
	SSgA Russell Small Cap Growth Index Strategy Fund	Pooled Separate Account	139,706
	SSgA Russell Small Cap Value Index Strategy Fund	Pooled Separate Account	112,624
	SSgA S&P Mid-Cap Index Non-Ln Fund	Pooled Separate Account	929
	Stadion Managed Balanced	Pooled Separate Account	6,106,782
	Stadion Managed Growth	Pooled Separate Account	21,573,584
	Stadion Managed Moderate	Pooled Separate Account	16,270,956
	Stadion Mgd Cap Pres	Pooled Separate Account	1,421,725
	Stadion Mgd Conservative	Pooled Separate Account	1,628,419
	Templeton Global Bond Securities	Pooled Separate Account	150,152
	Vanguard LifeStrategy Conservative Growth SA30	Pooled Separate Account	100,129
	Vanguard LifeStrategy Growth SA32	Pooled Separate Account	172,925
	Vanguard LifeStrategy Moderate Growth SA21	Pooled Separate Account	50,108
	Cash	Noninterest-bearing cash	13,627
	Stable Value Fund	Guaranteed account	19,583
			<hr/>
			65,741,659
*	Notes receivable from participants	Interest rates range from 4.25% -10.25%	2,504,748
			<hr/>
			\$ 68,246,407
			<hr/>

Column (d) has not been presented as this information is not applicable.

* Party-in-interest
See independent auditors' report.

401K SAFE, LLC MULTIPLE EMPLOYER 401(k) PLAN
EMPLOYER ID #27-1487169
PLAN #001
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(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
*	Lincoln National Life Insurance Company:		
	Guaranteed Fund	Unallocated contracts	\$ 11,043,688
	American Funds EuroPacific Growth Fund	Pooled Separate Account	337,841
	Blackrock Capital Appreciation Fund	Pooled Separate Account	23,473
	Columbia Acorn Fund	Pooled Separate Account	134,923
	Delaware VIP Small Cap Value	Pooled Separate Account	21,257
	Federal Government Ultrashort Term Fund	Pooled Separate Account	890,716
	Franklin High Income Fund	Pooled Separate Account	365,298
	Invesco Van Kampen Growth & Income Fund	Pooled Separate Account	99,643
	LVIP BlackRock Inflation Protected Fund	Pooled Separate Account	397,087
	LVIP Clarion Global Real Estate	Pooled Separate Account	66,638
	LVIP Delaware Special Opportunities Fund	Pooled Separate Account	57,298
	LVIP Managed Risk Pr 2050 SALL	Pooled Separate Account	334,521
	LVIP Mondrian International Value SA22	Pooled Separate Account	5,957
	LVIP Protected Profile 2010 Fund	Pooled Separate Account	8,925
	LVIP Protected Profile 2020 Fund	Pooled Separate Account	309,494
	LVIP Protected Profile 2030 Fund	Pooled Separate Account	338,459
	LVIP Protected Profile 2040 Fund	Pooled Separate Account	461,206
	LVIP SSgA S&P Equity 500 Index Fund	Pooled Separate Account	606,567
	LVIP SSgA Bond Index	Pooled Separate Account	255,440
	LVIP SSgA Small Cap Index Fund	Pooled Separate Account	240,684
	LVIP Vanguard International Equity Fund	Pooled Separate Account	214,285
	MFS VIT Growth	Pooled Separate Account	327,181
	Oppenheimer Developing Markets	Pooled Separate Account	197,956
	PIMCO Total Return Fund	Pooled Separate Account	614,290
	SSgA Mid Cap Index Strategy Fund	Pooled Separate Account	226,779
	SSgA Russell Large Cap Growth Index Strategy Fund	Pooled Separate Account	211,156
	SSgA Russell Large Cap Value Index Strategy Fund	Pooled Separate Account	189,647
	SSgA Russell Small Cap Growth Index Strategy Fund	Pooled Separate Account	139,706
	SSgA Russell Small Cap Value Index Strategy Fund	Pooled Separate Account	112,624
	SSgA S&P Mid-Cap Index Non-Ln Fund	Pooled Separate Account	929
	Stadion Managed Balanced	Pooled Separate Account	6,106,782
	Stadion Managed Growth	Pooled Separate Account	21,573,584
	Stadion Managed Moderate	Pooled Separate Account	16,270,956
	Stadion Mgd Cap Pres	Pooled Separate Account	1,421,725
	Stadion Mgd Conservative	Pooled Separate Account	1,628,419
	Templeton Global Bond Securities	Pooled Separate Account	150,152
	Vanguard LifeStrategy Conservative Growth SA30	Pooled Separate Account	100,129
	Vanguard LifeStrategy Growth SA32	Pooled Separate Account	172,925
	Vanguard LifeStrategy Moderate Growth SA21	Pooled Separate Account	50,108
	Cash	Noninterest-bearing cash	13,627
	Stable Value Fund	Guaranteed account	19,583
			<hr/>
			65,741,659
*	Notes receivable from participants	Interest rates range from 4.25% -10.25%	2,504,748
			<hr/>
			\$ 68,246,407
			<hr/>

Column (d) has not been presented as this information is not applicable.

* Party-in-interest
See independent auditors' report.

Attachment to 2012 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name 401k SAFE, LLC MULTIPLE EMPLOYER 401(K) PLAN

EIN: 27-1487169

Plan Sponsor's Name 401k SAFE, LLC

PN: 001

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒		755,571		