Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ASSOCIATES' SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 333

1c Effective date of plan 04/01/1984

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

BANKERS FINANCIAL CORPORATION

11101 ROOSEVELT BLVD. NORTH
ST. PETERSBURG, FL 33716

2b Employer Identification Number (EIN)
59-2318812

2c Sponsor's telephone number
727-823-4000

2d Business code (see instructions)
524210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JESSICA SIMMONS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	940
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**	733
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	181
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	917
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	918
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	876
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	57
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 2R 2S 2T 3H

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

9a Plan funding arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
ASSOCIATES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
BANKERS FINANCIAL CORPORATION

D Employer Identification Number (EIN)
59-2318812

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(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

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)

FIDUCIARY PARTNERS INVESTMENT

26-1370206

(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?
31 99	NONE	26250	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE VANGUARD GROUP, INC.

23-1945930

(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 25 33 37 38 52 59	NONE	17433	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
THE VANGUARD GROUP, INC.	99	0

(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.
COLUMBIA MANAGEMENT INVESTMENT DIST 13-3043478	5 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(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.
COLUMBIA MANAGEMENT INVESTMENT SERV 41-1861053	20 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(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.
ROYCE AND ASSOCIATES, INC. 13-6106015	10 BPS

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
THE VANGUARD GROUP, INC.	99	0

(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.
BLACKROCK FUNDS 23-2784752	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(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.
FIDELITY INVESTMENTS 04-2647786	25 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(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.
HEARTLAND FUNDS 39-1498286	35 BPS

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ASSOCIATES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 333

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BANKERS FINANCIAL CORPORATION

D Employer Identification Number (EIN)
59-2318812

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: VANGUARD RETIREMENT SAVGS TR VIII

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-037	C	1491626

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
ASSOCIATES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
BANKERS FINANCIAL CORPORATION

D Employer Identification Number (EIN)
59-2318812

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	366345
(2) Participant contributions	1b(2)	0	68029
(3) Other	1b(3)	0	85957
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)	7960	0
(B) Common	1c(4)(B)	250342	205603
(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)	594202	661833
(9) Value of interest in common/collective trusts	1c(9)	1622662	1491626
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	22575677	22774723
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25050843	25654116
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	10314	86260
k Total liabilities (add all amounts in lines 1g through1j)	1k	10314	86260
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25040529	25567856

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)	672898	
(B) Participants	2a(1)(B)	2149324	
(C) Others (including rollovers)	2a(1)(C)	445328	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3267550
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)	19993	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		19993
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	352	
(B) Common stock	2b(2)(B)	3005	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	516280	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		519637
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2021207	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1998859	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		22348
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-62947	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-62947

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		36115
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2038883
c Other income	2c		2935
d Total income. Add all **income** amounts in column (b) and enter total	2d		5844514
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5250926	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	4616	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		5255542
f Corrective distributions (see instructions)	2f		17412
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	44233	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		44233
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5317187
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		527327
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GREGORY. SHARER, & STUART, P.A. **(2)** EIN: 59-1850025

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ASSOCIATES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
BANKERS FINANCIAL CORPORATION

D Employer Identification Number (EIN)
59-2318812

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): 23-2186884

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Gregory, Sharer & Stuart, P.A.
Certified Public Accountants and Business Consultants

Independent Auditor's Report

The Plan Committee and Plan Trustees
Associates' Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Associates' Savings Plan (the Plan), which comprise of the statements of net assets available for benefits of as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide 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 or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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.

100 Second Avenue South • Suite 600 • St. Petersburg, Florida 33701-4336
(727) 821-6161 | FAX (727) 822-4573
www.gsscpa.com

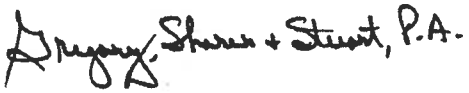
Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

Gregory, Sharer & Stuart, P.A.



St. Petersburg, Florida
October 15, 2013

Associates' Savings Plan

EIN 59-2318812 PN 333

Financial Statements
And Supplemental Schedule

December 31, 2012 And 2011

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Gregory, Sharer & Stuart, P.A.
Certified Public Accountants and Business Consultants

Independent Auditor's Report

The Plan Committee and Plan Trustees
Associates' Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Associates' Savings Plan (the Plan), which comprise of the statements of net assets available for benefits of as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide 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 or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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.

100 Second Avenue South • Suite 600 • St. Petersburg, Florida 33701-4336
(727) 821-6161 | FAX (727) 822-4573
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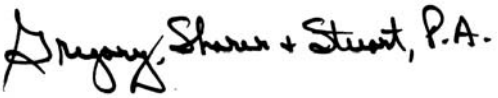
Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

Gregory, Sharer & Stuart, P.A.



St. Petersburg, Florida
October 15, 2013

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value		
Shares of registered investment companies	**$ 22,774,723**	$ 22,575,677
Common collective trust	**1,491,626**	1,622,662
Common stocks	**205,603**	250,342
Preferred stocks	**-**	7,960
Total Investments, at fair value	**24,471,952**	24,456,641
Notes receivable from participants	**661,833**	594,202
Receivables		
Participant contributions	**68,029**	-
Employer contribution	**366,345**	-
Other receivables	**85,957**	-
Total Receivables	**520,331**	-
Total Assets	**25,654,116**	25,050,843
Liabilities		
Accounts Payable	**(86,260)**	(10,314)
Net Assets Available For Benefits	**$ 25,567,856**	$ 25,040,529

	Year Ended December 31, 2012	2011
Changes In Net Assets Attributed To:		
Contributions		
Participants	$ 2,149,324	$ 2,202,456
Employer	672,898	127,228
Rollovers	445,328	429,314
Total Contributions	3,267,550	2,758,998
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of shares of registered investment companies	2,038,883	(529,842)
Dividends	519,637	512,062
Interest on common collective trust	36,115	42,919
Net depreciation in fair value of stocks	(40,599)	(59,940)
Total Investment Income (Loss)	2,554,036	(34,801)
Interest On Notes Receivable From Participants	19,993	19,406
Other Income	2,935	126
Benefits Paid To Participants	(5,272,954)	(2,183,112)
Administrative Expenses	(44,233)	(75,509)
Net Change	527,327	485,108
Net Assets Available For Benefits At Beginning Of Year	25,040,529	24,555,421
Net Assets Available For Benefits At End Of Year	$ 25,567,856	$ 25,040,529

Note A - Description Of Plan

The following description of Associates' Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that provides benefits to employees of Bankers Financial Corporation (the Sponsor) and any subsidiary, related corporation, or entity that adopts the Plan with the consent of the Sponsor (collectively referred to herein as the Employer). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Any eligible participant will automatically be enrolled with a contribution rate of 2% and the rate shall increase 1% for each subsequent plan year until the contribution rate reaches 6%. All employees have the option to contribute more, less, or not participate in the Plan.

Eligibility to participate in the Plan includes completion of one hour of service during the consecutive two-month period beginning with the date of the employee's first hour of service and attainment of age 18. Temporary employees will be eligible upon reaching age 18 and completion of one year of service. Plan entry dates will be the first day of each month.

Effective January 1, 2013, eligibility to participate in the Plan includes completion of one hour of service during the one month period beginning with the date of the employee's first hour of service and attainment of age 18.

Contributions

Each year, participants may contribute a portion of their pretax annual compensation as defined by the plan document (elective contributions). Participants may also contribute amounts representing distributions from other qualified plans. Participants may invest in several investment options as directed by the participants.

The Plan allows for discretionary Employer matching contributions. To be eligible for a discretionary Employer matching contribution, an employee must be contributing to the Plan and must work a minimum of 250 hours per quarter.

The employee must also be employed on the last day of each quarter to receive any Employer matching contribution for that quarter, except in the case of death, disability, or retirement. The Sponsor declared an Employer matching contribution for all four quarters of 2012 and the second and third quarters of 2011.

In addition, the Employer, at the discretion of the board of directors, may make a profit sharing contribution to the Plan each year. There was no profit sharing contribution for 2012 or 2011.

Participant Accounts

Each participant's account is credited with the participant's elective contributions, discretionary Employer matching contributions, discretionary Employer profit sharing contributions, allocations of forfeitures, if any, and Plan earnings.

Self-Directed Brokerage Accounts

The Plan allows for self-directed brokerage accounts. The self-directed brokerage accounts are invested in preferred stocks, common stocks and shares of registered investment companies.

Vesting

Participants are immediately vested in their elective contributions, rollovers, and actual earnings thereon. The following schedules describe the Plan's vesting provisions as it relates to discretionary Employer matching contributions and discretionary profit-sharing contributions.

Participants employed prior to April 1, 1998:

Years of service	
Less than two years	None
Two years but less than three years	20%
Three years but less than four years	40%
Four years but less than five years	60%
Five years but less than six years	80%
Six years or more	100%

Participants employed on or after April 1, 1998 through December 31, 2002 are 100% vested in all accounts at all times.

Participants employed on or after January 1, 2003:

Years of service	
Less than one year	None
One year but less than two years	20%
Two years but less than three years	40%
Three years but less than four years	60%
Four years but less than five years	80%
Five years or more	100%

Upon retirement, death, or total and permanent disability, matching contributions become 100% vested.

Notes Receivable From Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans generally have initial terms of less than five years unless they are for the purchase of a participant's primary residence. Principal and interest are paid ratably through payroll deductions. Loans are secured by the balances in the participant accounts. Stated interest rates with respect to current participant loans range from 3.25% to 5.00% at December 31, 2012 and 2011, which is commensurate with local prevailing rates at the time of issuance for commercial loans as determined by the plan administrator.

Payment Of Benefits

Upon termination of employment with the Employer for any reason, normal retirement age, or disability, participants may elect to receive either a lump sum amount equal to the value of their vested interest in their account, or periodic installments of not less than $100 over a period not to exceed a participant's life expectancy.

Vested benefits of not more than $5,000 will be paid in the form of a lump sum. If the value exceeds $5,000 and the participant has not reached normal retirement date, the benefit will not be distributed until the participant consents to payment.

Forfeited Accounts

Forfeitures of nonvested Sponsor contributions are used to reduce future Sponsor matching contributions or expenses.

Forfeitures are non participant-directed and included in the Vanguard prime money market Fund. Information about the net assets and the significant components of the changes in net assets relating to the non participant-directed investments are as follows:

	2012	2011
Net assets as of December 31		
Money market	$ 10,495	$ 987
Changes in net assets for the year ended December 31		
Dividends	$ 5	$ 1
Current forfeitures	41,241	30,671
Other receipts	2,935	126
Other disbursements	(3,038)	(1,186)
Reduction of fees	(30,648)	(28,625)
	$ 10,495	$ 987

Note B - Summary Of Significant Accounting Policies

Accounting Basis

The Plan's financial statements are prepared under the accrual method of accounting with the exception of benefits paid to participants, which are recorded when paid. 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 statements of net assets available for benefits present the fair value of the investment contracts. At December 31, 2012 and 2011, contract value approximates fair value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Investment Valuation And Income Recognition

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. 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fully Benefit-Responsive Contract

The investment in the common collective trust is considered fully benefit-responsive. Fully benefit-responsive contracts guarantee that a) the crediting rate provided under the contract will not fall below zero and b) participant initiated withdrawals from the fund will be covered at contract value.

The average yield earned by the trust was 2.22% and 3.09% for 2012 and 2011, respectively. The credited rate to participants was 1.82% and 2.68% for 2012 and 2011, respectively. The average interest crediting rate was 2.37% and 3.31% at December 31, 2012 and 2011, respectively. The current market rate (the underlying investment return) was 0.97% and 1.52% at December 31, 2012 and 2011, respectively.

The difference between the contract's valuation at contract value and fair value is reflected over time through the crediting rate formula. The crediting rate of the trust resets every quarter based on the performance of the underlying investment portfolio. To the extent that the trust has unrealized gains and losses (that are accounted for, under contract value accounting, through the value of the synthetic contract), the interest crediting rate may differ from then-current market rates. An investor currently redeeming trust units may forgo a benefit, or avoid a loss, related to a future crediting rate different from then-current market rates.

The existence of certain conditions can limit the trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the trust or a unitholder, tax disqualification of the trust or unitholder, and certain trust amendments if issuers' consent is not obtained. The Sponsor does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of participant, employer, or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

Notes Receivable From Participants

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

Administrative Expenses

Plan administrative expenses, including but not limited to accounting, legal, and custodial expenses, are paid from the Plan's forfeiture account, if sufficient funds are available. Any remaining expenses are allocated to participants in direct relation to their participant directed investment. The Sponsor may pay expenses of the Plan.

Use Of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events

The Sponsor has evaluated all events subsequent to December 31, 2012 and through October 15, 2013 which is the date these financial statements were available to be issued. The plan administrator determined there are no subsequent events, other than noted in Note A, that require adjustment to or disclosure in the financial statements.

Reclassifications

Certain amounts in the accompanying 2011 financial statements have been reclassified to conform to the 2012 presentation.

Note C - Investments

The following investments represent 5% or more of the Plan's net assets at December 31:

2012	
Shares of Registered Investment Companies	
Vanguard Prime Money Market Fund	$ 1,753,451
Vanguard Target Retirement 2010 Fund	1,727,085
Vanguard Target Retirement 2015 Fund	1,321,817
Vanguard Target Retirement 2020 Fund	3,631,218
Vanguard Target Retirement 2025 Fund	3,379,005
Vanguard Target Retirement 2030 Fund	2,660,066
Vanguard Target Retirement 2035 Fund	1,814,906
Common Collective Trust	
Vanguard Retirement Savings Trust VIII	1,491,626
2011	
Shares of Registered Investment Companies	
Vanguard Prime Money Market Fund	$ 1,560,673
Vanguard Target Retirement 2010 Fund	1,600,847
Vanguard Target Retirement 2015 Fund	1,537,380
Vanguard Target Retirement 2020 Fund	3,847,784
Vanguard Target Retirement 2025 Fund	3,115,832
Vanguard Target Retirement 2030 Fund	1,987,503
Vanguard Target Retirement 2035 Fund	1,522,574
Vanguard Target Retirement Income	2,081,015
Common Collective Trust	
Vanguard Retirement Savings Trust VIII	1,622,662

Information Prepared And Certified By The Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The plan administrator has obtained a certification from the trustee regarding the completeness and accuracy of the information provided to the plan administrator by the trustee as of and for the years ended December 31, 2012 and 2011.

As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following:

	2012	2011
As of December 31:		
Investments at fair value		
Shares of registered investment companies	**$22,774,723**	$22,575,677
Common collective trust	**1,491,626**	1,622,662
Common stocks	**205,603**	250,342
Preferred stocks	**-**	7,960
Notes receivable from participants	**661,833**	594,202
Year ended December 31:		
Net appreciation (depreciation) in fair value of shares of registered investment companies	**$ 2,038,883**	$ (529,842)
Dividends	**519,637**	512,062
Interest on common collective trust	**36,115**	42,919
Net depreciation in fair value of shares of stocks	**(40,599)**	(59,940)
Interest on notes receivable from participants	**19,993**	19,406

Note D - Fair Value Measurements

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

- Level 1 – 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 indirect observable inputs including prices for similar assets and market corroborated inputs. 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 should 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.

- *Shares of registered investment companies* - Valuation of investments in shares of registered investment companies is based on the quoted market price of each fund.
- *Common collective trust* - The common collective trust is valued based on the market value of the underlying investments.
- *Preferred stocks* - Valued at the last quoted sales price as of the close of trading at year end.
- *Common stocks* - Valued at the last quoted sales price as of the close of trading at year end.

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

The following table presents the Plan's fair value hierarchy as of December 31:

	Total	Level 1	Level 2	Level 3
2012				
Shares of registered investment companies				
Domestic stock funds	$ 1,670,930	$ 1,670,930	$ -	$ -
Bond funds	1,244,031	1,244,031	-	-
International stock funds	447,374	447,374	-	-
Balanced funds	17,657,693	17,657,693	-	-
Money market funds	1,754,695	1,754,695	-	-
Common collective trust	1,491,626	-	1,491,626	-
Common stocks				
US/Domestic	201,603	201,603	-	-
Exchange traded	4,000	4,000	-	-
	$ 24,471,952	$ 22,980,326	$ 1,491,626	$ -
2011				
Shares of registered investment companies				
Domestic stock funds	$ 1,931,719	$ 1,931,719	$ -	$ -
Bond funds	724,106	724,106	-	-
International stock funds	398,327	398,327	-	-
Balanced funds	17,897,544	17,897,544	-	-
Money market funds	1,623,981	1,623,981	-	-
Common collective trust	1,622,662	-	1,622,662	-
Preferred stocks				
US/Domestic	7,960	7,960	-	-
Common stocks				
US/Domestic	195,992	195,992	-	-
Exchange traded	54,350	54,350	-	-
	$ 24,456,641	$ 22,833,979	$ 1,622,662	$ -

Note E - Master Trust Investment Information

Certain Plan investments are held in the Vanguard Retirement Savings Master Trust (Master Trust), which is a common collective trust for tax-qualified pension and profit-sharing plans. Each participating plan has a specific interest in the Master Trust. Assets of the Master Trust are allocated to the participating plans according to the investment elections of participants within each plan. The Plan's interest in the net assets of the Master Trust was approximately 5.8% and 6.5% at December 31, 2012 and 2011, respectively. Investment income of the Master Trust for the year ended December 31, 2012 was allocated based upon each Plan's interest within each of the investment funds held by the Master Trust.

The Master Trust primarily invests in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts that are selected by the trustee, Vanguard Fiduciary Trust Company. The issuers' ability to meet these obligations may be affected by economic developments in their respective companies and industries.

The following table represents the net assets of the Master Trust as of December 31:

	2012	2011
Assets		
Investments at fair value		
Traditional contracts	**$ 580,665**	$ 566,876
Synthetic investment contracts	**18,383,190**	18,534,427
Short-term investments	**1,207,945**	788,520
Wrap contract at fair value		
Synthetic investment contracts	**4,826**	11,036
Other Assets	**108,484**	342,629
Total Assets	**20,285,110**	20,243,488
Liabilities	**(570,263)**	(439,844)
Net assets reflecting all investments at fair value	**19,714,847**	19,803,644
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	**(992,494)**	(917,035)
Net Assets	**$ 18,722,353**	$ 18,886,609

The following table represents the net investment income of the Master Trust, for the years ended December 31:

	2012	2011
Income		
Interest	**$ 535,169**	$ 604,315
Dividends	**165**	309
Total Income	**535,334**	604,624
Expense		
Wrap Fee	**36,311**	29,009
Investment Management Fee	**1,853**	1,095
Total Expense	**38,164**	30,104
Net Investment Income	**$ 497,170**	$ 574,520

Various inputs may be used to determine the value of the Master Trust's investments. These inputs are summarized in three broad levels for financial statement purposes. The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

Level 1 - Quoted prices in active markets for identical securities.

Level 2 - Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 - Significant unobservable inputs (including the Trust's own assumptions used to determine the fair value of investments).

The following table summarizes the Master Trust's investments as of December 31, 2012 and 2011, based on the inputs used to value them:

	Total	Level 1	Level 2	Level 3
2012				
Investments at Fair Value				
Traditional investment contracts	$ 580,665	$ -	$ 580,665	$ -
Synthetic investment contracts	18,383,190	-	18,383,190	-
Wrap contracts	4,826	-	4,627	199
Short-term investments	1,207,945	1,207,945	-	-
	$20,176,626	1,207,945	18,968,482	199
2011				
Investments at Fair Value				
Traditional investment contracts	$ 566,876	$ -	$ 566,876	$ -
Synthetic investment contracts	18,534,427	-	18,534,427	-
Wrap contracts	11,036	-	9,754	1,282
Short-term investments	788,520	788,520	-	-
	$19,900,859	$ 788,520	$19,111,057	$ 1,282

The following investments represent 5 percent or more of the Master Trust's net assets as of December 31:

	2012	2011
Synthetic Investment contracts		
Bank of America VFTC Intermediate-Term Bond Trust	**$ 1,084,181**	$ 1,656,739
IXIS Corporation & Investment Bank VFTC Short-Term Bond Trust	**1,387,380**	1,499,960
JP Morgan Chase Bank VFTC Intermediate-Term Bond Trust	**2,243,171**	2,2441,269
JP Morgan Chase Bank VFTC Short-Term Bond Trust	**1,011,440**	*
Monumental Life Savings Intermediate-Term Bond Trust	**1,248,060**	*
Monumental Life Savings Short-Term Bond Trust	**1,387,850**	*
The New York Life Trust Company Vanguard Synthetic GIC Collective Investment Trust	**1,031,205**	*
New York Life NY Managed Separate Account	*	999,995
Prudential VFTC Intermediate-Term bond Trust	**2,035,468**	1,962,321
Prudential Core Conservative Intermediate Bond Fund	**1,957,787**	1,892,594
State Street Bank & Trust VFTC Intermediate-Term Bond Trust	**1,784,652**	2,162,899
United of Omaha VFTC Intermediate-Term Bond Trust	**1,518,109**	1,463,554
Short-Term Investments		
Vanguard Prime Money Market Fund-Investor Shares	**1,207,945**	*

* Investment does not represent 5% of Master Trust's Net Assets.

Note F - Plan Termination

Although it has not expressed an intention to do so, the Plan Sponsor has the right under the Plan to permanently discontinue making contributions under the Plan or may terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note G - Tax Status

The Internal Revenue Service (IRS) determined and informed the Plan by letter dated October 11, 2011 that the Plan, as then designed, was in compliance with the applicable sections of the Internal Revenue Code (IRC).

The Plan document has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

The plan administrator evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require disclosure or adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is no longer subject to examination by taxing authorities for years prior to 2009. The Plan is not currently under audit nor has the Plan been contacted by any taxing authorities.

Note H - Party-In-Interest Transactions

Fees for professional, legal and custodial services during 2012 and 2011 were paid by the Plan and the Sponsor, based on customary and reasonable rates for their services. While these transactions qualify as party-in-interest activity, they are expressly exempted from the prohibited transaction rules (ERISA, Title I, Section 408(b))

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 participant account balances and the amounts reported in the statement of net assets available for benefits.

Supplemental Schedule

(a)	(b) (c) Identity of Issue / Description	(e) Current Value
*	Vanguard Fiduciary Trust Company	
	Shares Of Registered Investment Companies	
	American Beacon Small Cap Value; Institutional Shares	$ 14,765
	American Funds New Economy Fund Class R5	239,062
	Aston Optimum Mid Cap N Class	183,265
	Columbia Acorn International Fund Class Z	126,641
	Dimensional Fund Advisors Emerging Markets Value Portfolio	152,850
	Invesco Van Kampen American Value Fund; Class Y	312,161
	Metropolitan West Total Return Bond Fund Class I Shares	699,167
	Royce Pennsylvania Mutual Fund Investment Class	162,381
	Vanguard 500 Index Investor Shares	343,685
	Vanguard GNMA Investor Shares	18,452
	Vanguard Intermediate-Term Bond Index Fund: Inv Shr	507,879
	Vanguard Mid-Cap Growth Fund	119,344
	Vanguard Prime Money Market Fund [(1)]	1,753,451
	Vanguard Short Term Treasury Inv	18,534
	Vanguard Small-Cap Growth Index Fund	122,049
	Vanguard Small-Cap Index Fund Investor Shares	98,711
	Vanguard Target Retirement 2010 Fund	1,727,085
	Vanguard Target Retirement 2015 Fund	1,321,817
	Vanguard Target Retirement 2020 Fund	3,631,218
	Vanguard Target Retirement 2025 Fund	3,379,005
	Vanguard Target Retirement 2030 Fund	2,660,066
	Vanguard Target Retirement 2035 Fund	1,814,906
	Vanguard Target Retirement 2040 Fund	1,111,004
	Vanguard Target Retirement 2045 Fund	608,579
	Vanguard Target Retirement 2050 Fund	351,982
	Vanguard Target Retirement 2055 Fund	8,932
	Vanguard Target Retirement 2060 Fund	475
	Vanguard Target Retirement Income	1,042,624
	Vanguard Total International Stock Index Fund	167,883
	Vanguard Windsor II Fund Investor Shares	75,506
	VBO Money Market Sweep Fund	1,244
	Total Shares of Registered Investment Companies	22,774,723
	Common Collective Trust	
	Vanguard Retirement Savings Trust VIII	1,491,626
	Common Stocks	
	Alcoa Inc Com	87,668
	Apple Computer Inc	23,621
	Digital Development GRP Corp	101
	Facebook Inc CL A	612
	Keycorp New Com	853
	Target Corp	1,257
	Wells Fargo & Co New Com	7,679
	Xcelmobility Inc	4,000
	Proshares Tr Ultra Short 500 Fd Com	79,812
	Total Common Stocks	205,603
	Notes Receivable From Participants (3.25% - 5% various maturities)	661,833
	Total	$ 25,133,785

** Party-in-interest*

[(1)] Includes $11,481 of non participant directed, unallocated forfeitures for which historical cost approximates current value. -

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