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
BRUNSWICK GROUP, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2010

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

BRUNSWICK GROUP, LLC

245 PARK AVE
14TH FLOOR
NEW YORK, NY 10167-0000

2b Employer Identification Number (EIN) 20-1591418

2c Sponsor's telephone number 212-333-3810

2d Business code (see instructions) 541800

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	ZOE TORRES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	ZOE TORRES
	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
BRUNSWICK GROUP, INC.

4b EIN
13-3852370

4c PN

5	Total number of participants at the beginning of the plan year	**5**	147
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**	181
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	181
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	181
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	220
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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 2I 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
BRUNSWICK GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRUNSWICK GROUP, LLC

D Employer Identification Number (EIN)
20-1591418

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK USA

(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
01-0233346	65838	95058	220	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
12027	0

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

NFP SECURITIES
1250 CAPITAL OF TEXAS HWY
AUSTIN, TX 78746-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
12027			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
BRUNSWICK GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRUNSWICK GROUP, LLC

D Employer Identification Number (EIN)
20-1591418

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		2801
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	38016	32001
(2) Participant contributions	1b(2)	35309	37442
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	3941109	5876351
(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)	25543	63525
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(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	4039977	6012120
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		2801
k	Total liabilities (add all amounts in lines 1g through1j)	1k		2801
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4039977	6009319

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)	456315	
	(B) Participants	2a(1)(B)	787478	
	(C) Others (including rollovers)	2a(1)(C)	232075	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1475868
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)	2560	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2560
	(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)		
	(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)		
	(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		650624
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2129052
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	131360	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		131360
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		28036
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)	314	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		314
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		159710
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1969342
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: ANCHIN, BLOCK & ANCHIN, LLP **(2)** EIN: 13-0436940

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
BRUNSWICK GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRUNSWICK GROUP, LLC

D Employer Identification Number (EIN)
20-1591418

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): 01-0233346 _____

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):

BRUNSWICK GROUP, LLC
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

BRUNSWICK GROUP, LLC 401(k) PLAN

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DECEMBER 31, 2012

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ANCHIN

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INDEPENDENT AUDITORS' REPORT

To The Trustees of
The Brunswick Group, LLC 401(k) Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 3, which was certified by John Hancock Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian 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 custodian is complete and accurate.

Disclaimer of Opinion

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

Emphasis of a Matter

As discussed in Note 13 to the financial statements, the 2011 financial statements have been restated to correct a misstatement. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of or 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 significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this 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 by the custodian, 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.

Anchin, Block + Anchin LLP

New York, New York
October 15, 2013

BRUNSWICK GROUP, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011 (Restated)
Assets:		
Investments, at fair value:		
Pooled separate accounts	**$ 5,876,351**	$ 3,941,109
Receivables:		
Employer contributions	**32,001**	38,016
Participant contributions	**37,442**	35,309
Notes receivable from participants	**63,525**	25,543
Corrective contribution receivable	**1,135,000**	957,728
Accrued interest receivable	**165,000**	164,775
Total Receivables	**1,432,968**	1,221,371
Cash	**2,801**	-
Total Assets	**7,312,120**	5,162,480
Liabilities:		
Due to sponsor	**2,801**	-
Net Assets Available for Benefits	**$ 7,309,319**	$ 5,162,480

See accompanying Notes to the Financial Statements.

BRUNSWICK GROUP, LLC 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	**$ 650,624**
Interest income on notes receivable from participants	**2,560**
Contributions:	
Participant	**787,478**
Participant rollovers	**176,518**
Employer	**459,369**
Corrective contribution	**230,000**
Total Contributions	**1,653,365**
Total Additions	**2,306,549**
Deductions from Net Assets Attributed to:	
Benefits paid to participants	**159,396**
Administrative expenses	**314**
Total Deductions	**159,710**
Net Increase	**2,146,839**
Net Assets Available for Benefits:	
Beginning of year, as previously reported	**4,092,480**
Prior period adjustment	**1,070,000**
End of year	**$ 7,309,319**

See accompanying Notes to the Financial Statements.

BRUNSWICK GROUP, LLC 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Brunswick Group, LLC 401(k) Plan ("the Plan") provides only general information. For a more complete description of the Plan, see the Plan document and the Summary Plan Description.

General

The Plan, established January 1, 2010, is a defined contribution plan organized under Internal Revenue Code (IRC) Section 401(k) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan covers participants, as defined in the plan document. New hires begin participating in the Plan on the first day of the month coinciding with or next following their date of hire.

Effective January 1, 2012, Brunswick Group, LLC (the "Sponsor") adopted a volume submitter profit sharing plan to replace the volume submitter profit sharing plan adopted on January 1, 2011. The terms of the volume submitter plan remained consistent with those from the previous volume submitter plan.

Contributions

Participants may contribute to the Plan a portion of pre-tax annual compensation in accordance with the provisions defined by the Plan, on a tax deferred basis and limited to the maximum allowable in accordance with the applicable sections of the Internal Revenue Code ("IRC"). Roth elective deferrals are also permitted under the Plan. In addition, participants may make rollover contributions from other plans. Upon enrollment in the Plan, participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan Sponsor adopted safe-harbor provisions in accordance with the applicable sections of the IRC and contributes 3% of participants' eligible compensation to the Plan.

Participants' Accounts

Separate accounts are established and maintained under the Plan for each participant.

Each participant's account is credited with the participant's contribution, the Sponsor's safe-harbor contribution, an allocation of the plan earnings and charged with an allocation of administrative expenses.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Under the provisions of the Plan the safe-harbor contributions made by the Sponsor are considered to be fully and immediately vested.

Notes Receivable from Participants

Participants are permitted to borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. A participant may not have more than one loan outstanding at any one time. Loan terms may not exceed five years unless the loan is for the purpose of acquiring a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate equal to 2% above the prime rate at the inception of the loan. Loan payments are generally made through payroll deductions and any expenses related to loan set up and maintenance are charged directly against the appropriate participant's account.

Payment of Benefits

On termination of service due to death, disability, retirement or termination of employment for other reasons, a participant may receive a lump sum distribution or rollover into a qualified plan, or combination thereof, in the amount of the participant's account. If the participant's account is less than $5,000, then the participant's distribution automatically shall be made in the form of a lump sum payment as soon as practical. Under certain circumstances (hardship), an employee can elect at any time to receive a portion of his or her account balance subject to the provisions of the Plan. The Plan also allows distributions in the form of an annuity purchased from an insurance company.

Administrative Expenses

The Plan permits the payment of administrative expenses to be made from the Plan's assets. However, substantially all of the administrative expenses of the Plan are paid by the Sponsor without charge to the Plan. Certain expenses relating to specific participant transactions are charged directly against the appropriate participant's account.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Fully Benefit Responsive Investment Contract

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 fair value of the Plan's investment in a pooled separate account invested in fully benefit-responsive investment contracts approximates contract value.

Investment Valuation

The Plan's investments are stated 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 5 for a 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 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.

Payment of Benefits

Benefit payments are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 3 - UNAUDITED INFORMATION

John Hancock Life Insurance Company ("John Hancock"), custodian of the Plan, holds the Plan's investment assets and notes receivable from participants and executes transactions thereon. Financial information relating to those assets is included in the accompanying financial statements and supplemental schedule based on information provided by the custodian which was certified as complete and accurate by John Hancock. That information, which is unaudited, consists of substantially all of the Plan's assets as of December 31, 2012 and 2011, and investment income for the year ended December 31, 2012.

NOTE 4 - INVESTMENTS (UNAUDITED)

Investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2012	2011
Retirement Living at 2035	**$ 394,807**	$ 277,441
Retirement Living at 2045	**571,412**	369,690
Lifestyle Fund – Growth Portfolio	**649,494**	484,203
Lifestyle Fund - Aggressive Portfolio	**570,534**	395,406
Lifestyle Fund - Balanced Portfolio	**1,167,617**	771,969

NOTE 5 - FAIR VALUE MEASUREMENTS (UNAUDITED)

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 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 under FASB ASC 820 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 for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

NOTE 5 - FAIR VALUE MEASUREMENTS (UNAUDITED) (CONTINUED)

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.

Pooled separate accounts: Valued at the net asset value (NAV) of the shares held by the Plan. The pooled separate accounts are not available in an exchange or active market, however the fair value is determined based on the pro-rata share of the underlying investments in the pooled separate account.

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, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 5 - FAIR VALUE MEASUREMENTS (UNAUDITED) (CONTINUED)

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

Assets at Fair Value at December 31, 2012:

Description	Total	Level 1	Level 2	Level 3
Pooled separate accounts:				
Hybrid/ Index/ Sector Funds	**$ 4,536,342**	**$ -**	**$ 4,536,342**	**$ -**
Equity funds	**1,096,461**	**-**	**1,096,461**	**-**
Fixed income funds	**223,286**	**-**	**223,286**	**-**
Stable value fund	**20,262**	**-**	**20,262**	**-**
Total Investments at Fair Value	**$ 5,876,351**	**$ -**	**$ 5,876,351**	**$ -**

Assets at Fair Value at December 31, 2011:

Description	Total	Level 1	Level 2	Level 3
Pooled separate accounts:				
Hybrid/ Index/ Sector Funds	$ 3,026,150	$ -	$ 3,026,150	$ -
Equity funds	758,986	-	758,986	-
Fixed income funds	144,775	-	144,775	-
Stable value fund	11,198	-	11,198	-
Total Investments at Fair Value	$ 3,941,109	$ -	$ 3,941,109	$ -

NOTE 6 - POOLED SEPARATE ACCOUNT INVESTMENT STRATEGIES

The Plan offers pooled separate accounts to Plan participants for investment in the Plan. The investments are sponsored by John Hancock. The following are the investment strategies by investment category for each group of separate accounts offered to Plan participants.

Hybrid/Index/Sector Funds

Hybrid Funds: The investment objective of the funds within this investment option varies, with a balance between investing in fixed-income securities, mutual funds and equity securities. These funds seek to achieve long-term growth of capital and income.

Index: The objective of the funds within this investment option varies, with some seeking to achieve the approximate aggregate total return of a broad U.S. domestic equity market index by attempting to track the performance on various indexes. One fund tracks the performance of international companies by investing in securities listed in the MSCI All Country World ex-US Index.

Sector: These funds seek to achieve long-term capital appreciation by investing primarily in equity and debt securities of various companies engaged in various activities such as health care, science, medicine, real estate, natural resources, utilities, and energy-related activities.

Equity Funds

These funds seek to provide long-term capital appreciation through investing mainly in the equity securities of companies within the U.S., as well as international companies. The companies are both large and medium size and range from emerging and developing companies to more established companies.

Fixed Income Funds

These funds seek to achieve maximum real return consistent with preservation of real capital and prudent investment management. The funds invest in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, as well as foreign government and corporate debt securities from developed and emerging markets.

NOTE 6 - POOLED SEPARATE ACCOUNT INVESTMENT STRATEGIES (CONTINUED)

Stable Value Fund

This fund is a collective investment trust fund that seeks to preserve capital and provide stability of principal while earning current income that exceeds money market rates over the long term. The fund invests primarily in diversified fixed-income mutual funds, separately managed bond accounts and contract value stabilizing agreements. For 2012, the average yield for the stable value fund was 1.57% and the crediting interest rate was 2.61%. The stable value fund is expected to have a constant contract value of $1.00.

NOTE 7 - PARTY IN INTEREST TRANSACTIONS

Plan investments in pooled separate accounts are managed by John Hancock. John Hancock is the custodian 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 are primarily included in net depreciation in fair value of investments.

NOTE 8 - TERMINATION OF PLAN

Although it has not expressed any intent to do so, the Sponsor has the right to terminate the Plan subject to the provisions of ERISA and the terms of the Plan. In the event of termination of the Plan, participants' accounts remain fully vested and non-forfeitable. The Sponsor determines the date and manner in which participants' accounts will be distributed in accordance with ERISA.

NOTE 9 - TAX STATUS

The Internal Revenue Service has determined and informed the plan administrator, by a letter dated March 31, 2008, that the form of the volume submitter plan adopted by the Sponsor is acceptable under the applicable sections of the IRC. The Sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

NOTE 9 - TAX STATUS (CONTINUED)

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require adjustment to or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is only subject to income tax examinations for 2010 and 2011.

NOTE 10 - 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 statement of net assets available for benefits.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements to amounts reportable on the Form 5500:

	December 31,	
	2012	2011 (Restated)
Net assets available for Plan benefits per the financial statements	**$ 7,309,319**	$ 5,162,480
Corrective contribution receivable	**(1,135,000)**	(957,728)
Accrued interest receivable	**(165,000)**	(164,775)
Net assets available for Plan benefits per the Form 5500	**$ 6,009,319**	$ 4,039,977

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to amounts reportable on the Form 5500 for the year ended December 31, 2012:

Total increase to net assets per the financial statements	**$ 2,146,839**
Corrective contribution receivable	**(230,000)**
Reversal of prior years corrective contribution	**52,503**
Total income per the Form 5500	**$ 1,969,342**

NOTE 12 - VOLUNTARY CORRECTION PROGRAM

Eligible partners of the Sponsor were not included the Plan during the plan years 2010 through 2012. The partners were similarly not included from the multiple employer plan in which the Sponsor's employees participated during the plan years 2004 through 2009. The employees' accounts in the multiple employer plan were transferred to the Plan at its inception.

The Sponsor is committed to preserving the qualified tax status of the Plan. In connection with this the Sponsor intends to file a VCP submission with the IRS subject to their approval. The Sponsor is working with professional advisors to evaluate several corrective alternatives. One alternative is to contribute a 3% safe harbor contribution that was due to the partners for the plan years 2004 through 2012, as well as 50% of the 3% missed deferral opportunity, in accordance with IRS Revenue Procedure 2013-12. Under this alternative, the Sponsor would contribute approximately $1,300,000, including earnings, for the years 2004 through 2012. Other alternatives are being considered which may change the amount contributed to the Plan, the participants on whose behalf the contributions are made, or both. The Plan has included an estimated contribution amount as a corrective contribution receivable and accrued interest receivable in the statement of net assets available for benefits. The estimated corrective contribution may change in the near term.

NOTE 13 - PRIOR PERIOD ADJUSTMENT

Net assets available for benefits, as of December 31, 2011 has been restated for a prior period adjustment to correct the corrective contribution receivable as detailed in Note 12 of $1,070,000, including earnings. The effect of the adjustment on the net increase in net assets available for benefits for 2011 was approximately $224,000.

NOTE 14 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 15, 2013 which is the date the financial statements were available to be issued.

BRUNSWICK GROUP, LLC 401(k) PLAN

PLAN NUMBER: 001
EIN #13-3852370

FORM 5500, SCHEDULE H, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments including Maturity Date, Rate of Interest, Collateral Risk or Maturity Value	Current Value
*	500 Index Fund	Pooled Separate Account	$ 164,227
*	Blue Chip Growth Fund	Pooled Separate Account	228,302
*	Core Diversified Growth and Income	Pooled Separate Account	4,566
*	Core Fundamental Holdings	Pooled Separate Account	4,831
*	Core Global Diversification	Pooled Separate Account	643
*	Davis New York Venture Fund	Pooled Separate Account	66,738
*	DFA Emerging Markets Value Fund	Pooled Separate Account	57,019
*	Energy Fund	Pooled Separate Account	17,616
*	Equity Income Fund	Pooled Separate Account	42,983
*	Fidelity Advisor Gold Fund	Pooled Separate Account	8,607
*	Franklin Small-Mid Cap Growth Fund	Pooled Separate Account	63,517
*	Franklin Templeton Founding Funds Allocation Fund	Pooled Separate Account	4,831
*	High Yield Fund	Pooled Separate Account	19,514
*	International Equity Index Fund	Pooled Separate Account	21,777
*	International Value Fund	Pooled Separate Account	50,646
*	Investment Quality Bond Fund	Pooled Separate Account	3,667
*	John Hancock Stable Value Fund	Pooled Separate Account	20,262
*	Lifestyle Fund - Growth Portfolio	Pooled Separate Account	649,494
*	Lifestyle Fund - Moderate Portfolio	Pooled Separate Account	25,473
*	Lifestyle Fund - Aggressive Portfolio	Pooled Separate Account	570,534
*	Lifestyle Fund - Balanced Portfolio	Pooled Separate Account	1,167,617
*	Lifestyle Fund - Conservative Portfolio	Pooled Separate Account	19,277
*	Mid Cap Index Fund	Pooled Separate Account	9,567
*	Mid Value Fund	Pooled Separate Account	69,831
*	Mutual Beacon Fund	Pooled Separate Account	66,381
*	Oppenheimer Developing Markets Fund	Pooled Separate Account	173,846
*	PIMCO Real Return Fund	Pooled Separate Account	184,879
*	Real Estate Securities Fund	Pooled Separate Account	13,774
*	Retirement Living at 2025	Pooled Separate Account	164,642
*	Retirement Living at 2030	Pooled Separate Account	152,268
*	Retirement Living at 2035	Pooled Separate Account	394,807

See Independent Auditors' Report.

BRUNSWICK GROUP, LLC 401(k) PLAN

PLAN NUMBER: 001
EIN #13-3852370

FORM 5500, SCHEDULE H, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments including Maturity Date, Rate of Interest, Collateral Risk or Maturity Value	Current Value
*	Retirement Living at 2040	Pooled Separate Account	$ 288,505
*	Retirement Living at 2045	Pooled Separate Account	571,412
*	Retirement Living at 2050	Pooled Separate Account	55,752
*	Royce Opportunity Fund	Pooled Separate Account	22,851
*	Small Cap Growth Index Fund	Pooled Separate Account	38,086
*	Small Cap Index Fund	Pooled Separate Account	6,388
*	Small Cap Opportunities Fund	Pooled Separate Account	31,452
*	Small Cap Value Index Fund	Pooled Separate Account	32,589
*	Small Company Value Fund	Pooled Separate Account	17,042
*	SSgA Mid Growth Index Fund	Pooled Separate Account	26,875
*	Strategic Income Opportunities Fund	Pooled Separate Account	15,226
*	T.Rowe Price Equity Income Fund	Pooled Separate Account	21,618
*	T.Rowe Price Science & Technology Fund	Pooled Separate Account	47,993
*	Templeton World Fund	Pooled Separate Account	76,645
*	Total Stock Market Index Fund	Pooled Separate Account	122,449
*	U.S. Government Securities Fund	Pooled Separate Account	23,587
*	Utilities Fund	Pooled Separate Account	35,745
	Total Investments		**5,876,351**
*	Notes receivable from participants (at 4.25% -5.25%, maturing 2013 - 2017)		**63,525**
			$ 5,939,876

* Party In Interest

See Independent Auditors' Report.

Form **5558**
(Rev. August 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

► **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**
► **Information about Form 5558 and its instructions is at *www.irs.gov/form5558***

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
Brunswick Group, LLC

Number, street, and room or suite no. (If a P.O. box, see instructions)
140 East 45th Street, 30th Floor

City or town, state, and ZIP code
New York NY 10017-7150

B **Filer's identifying number (see instructions)**
Employer identification number (EIN)(9 digits XX-XXXXXXX)
13-3852370

Social security number (SSN) (9 digits XXX-XX-XXXX)

C Plan name	Plan number	Plan year ending-- MM	DD	YYYY
Brunswick Group, LLC 401(k) Plan	0 0 2	12	31	2012

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 ☒ Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part 1, C above.

2 I request an extension of time until 10 / 15 / 2013 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

3 I request an extension of time until 10 / 15 / 2013 to file Form 8955-SSA (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA.

The application **is automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 *(see instructions)*

4 I request an extension of time until ___/___/___ to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ► **a**

b Enter the payment amount attached . . . . . ► **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . ► **c**

5 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► **Date** ►

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

For the plan year beginning 01/01/2012 and ending 12/31/2012

Name of plan
Brunswick Group, LLC 401(k) Plan

Employer Identification Number
20-1591418

Three-digit plan number ► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2050		55,752
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2045		571,412
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2040		288,505
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2035		394,807
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2030		152,268
	JOHN HANCOCK LIFE INS CO	RETIREMENT LIVING AT 2025		164,642
	JOHN HANCOCK LIFE INS CO	LIFESTYLE AGGRESSIVE		570,534
	JOHN HANCOCK LIFE INS CO	LIFESTYLE GROWTH		649,494
	JOHN HANCOCK LIFE INS CO	LIFESTYLE BALANCED		1,167,617
	JOHN HANCOCK LIFE INS CO	LIFESTYLE MODERATE		25,473
	JOHN HANCOCK LIFE INS CO	LIFESTYLE CONSERVATIVE		19,277
	JOHN HANCOCK LIFE INS CO	FIDELITY ADVISOR GOLD FUND		8,607
	JOHN HANCOCK LIFE INS CO	REAL EST. SECURITIES FUND		13,774
	JOHN HANCOCK LIFE INS CO	DFA EMERGING MARKETS VALUE		57,019
	JOHN HANCOCK LIFE INS CO	ROYCE OPPORTUNITY		22,851
	JOHN HANCOCK LIFE INS CO	OPPENHEIMER DEVELOPING MKT		173,846
	JOHN HANCOCK LIFE INS CO	ENERGY		17,616
	JOHN HANCOCK LIFE INS CO	SSgA MID GROWTH INDEX FUND		26,875
	JOHN HANCOCK LIFE INS CO	INTERNATIONAL VALUE FUND		50,646
	JOHN HANCOCK LIFE INS CO	T. ROWE PRICE SCI & TECH		47,993
	JOHN HANCOCK LIFE INS CO	SMALL CAP GROWTH INDEX		38,086
	JOHN HANCOCK LIFE INS CO	INTL EQUITY INDEX FUND		21,777
	JOHN HANCOCK LIFE INS CO	SMALL CAP INDEX FUND		6,388
	JOHN HANCOCK LIFE INS CO	FRANKLIN SMALL-MID GROWTH		63,517
	JOHN HANCOCK LIFE INS CO	SMALL CAP OPPORTUNITIES FUND		31,452
	JOHN HANCOCK LIFE INS CO	SMALL COMPANY VALUE FUND		17,042
	JOHN HANCOCK LIFE INS CO	SMALL CAP VALUE INDEX		32,589
	JOHN HANCOCK LIFE INS CO	BLUE CHIP GROWTH FUND		228,302
	JOHN HANCOCK LIFE INS CO	MID VALUE FUND		69,831
	JOHN HANCOCK LIFE INS CO	TEMPLETON WORLD		76,645
	JOHN HANCOCK LIFE INS CO	UTILITIES FUND		35,745
	JOHN HANCOCK LIFE INS CO	TOTAL STOCK MARKET INDEX FUND		122,449
	JOHN HANCOCK LIFE INS CO	EQUITY INCOME FUND		42,983
	JOHN HANCOCK LIFE INS CO	DAVIS NEW YORK VENTURE		66,738
	JOHN HANCOCK LIFE INS CO	T. ROWE PRICE EQUITY INC		21,618
	JOHN HANCOCK LIFE INS CO	500 INDEX FUND		164,227
	JOHN HANCOCK LIFE INS CO	MUTUAL BEACON		66,381
	JOHN HANCOCK LIFE INS CO	FT FOUNDING ALLOCATION		4,831
	JOHN HANCOCK LIFE INS CO	CORE GLOBAL DIVERSIFICATION		643

Schedule H, line 4i
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	JOHN HANCOCK LIFE INS CO	CORE DIVERSIFIED GRWTH & INC		4,566
	JOHN HANCOCK LIFE INS CO	CORE FUNDAMENTAL HOLDINGS		4,831
	JOHN HANCOCK LIFE INS CO	HIGH YIELD FUND		19,514
	JOHN HANCOCK LIFE INS CO	PIMCO REAL RETURN		184,879
	JOHN HANCOCK LIFE INS CO	STRATEGIC INCOME OPP FUND		15,226
	JOHN HANCOCK LIFE INS CO	INVESTMENT QUAL BOND FUND		3,667
	JOHN HANCOCK LIFE INS CO	US GOVERNMENT SECURITIES		23,587
	JOHN HANCOCK LIFE INS CO	JOHN HANCOCK STABLE VALUE		20,262
	JOHN HANCOCK LIFE INS CO	MID CAP INDEX		9,567

Schedule H, line 4i
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