

**Nonprofit Association of the Midlands 403 (b) Plan
FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT
For the years ended December 31, 2012 and 2011**

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Nonprofit Association of the Midlands 403 (b) Plan

Report of Financial Statements

We were engaged to audit the accompanying financial statements of Nonprofit Association of the Midlands 403 (b) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Managements Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Nationwide Trust Company, FSB, the trustee of the Plan, except for comparing the information with the related information included in the financial services and supplemental schedules.

We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, 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 paragraph above, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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 and disclosures under the Employment Retirement Income Security Act of 1974.

Hayes & Associates, L.L.C.

Omaha, Nebraska

October 15, 2013

Nonprofit Association of the Midlands 403 (b) Plan
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments (at fair value) in registered investment companies:		
Nationwide Financial	\$ 2,652,780	\$ 1,692,488
Receivables:		
Employers' contributions	3,824	3,323
Participants' contributions	6,372	4,065
	10,196	7,388
Outstanding participant loan balances	1,833	6,786
TOTAL ASSETS	\$ 2,664,809	\$ 1,706,662
NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,664,809	\$ 1,706,662

See accompanying notes and independent auditor's report.

Nonprofit Association of the Midlands 403 (b) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Contributions:		
Employer	\$ 184,199	\$ 134,734
Participant deferrals - Traditional	432,772	397,625
Participant deferrals - Roth	64,816	51,182
Employee rollovers	185,510	55,819
	867,297	639,360
Earnings on investments:		
Interest on participant loans	202	57
Net investment gain (loss)	243,497	(34,742)
	243,699	(34,685)
Other:		
Other income	194	-
Late deposit interest	89	238
TOTAL ADDITIONS	1,111,279	604,913
DEDUCTIONS		
Benefits payments and payments to provide benefits:		
Distributions directly to participants or beneficiaries	127,340	109,492
Other	-	93,733
	127,340	203,225
Administrative expenses		
Professional fees	2,313	2,338
Contract administrator fees	18,318	13,768
	20,631	16,106
Other:		
Defaulted loan and forfeitures	5,161	-
TOTAL DEDUCTIONS	153,132	219,331
NET INCREASE	958,147	385,582
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	1,706,662	1,321,080
END OF YEAR	\$ 2,664,809	\$ 1,706,662

See accompanying notes and independent auditor's report.

Nonprofit Association of the Midlands 403 (b) Plan
NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2012 and 2011

NOTE A. DESCRIPTION OF PLAN

The following description of the Nonprofit Association of the Midlands 403 (b) 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 multiple employer defined contribution plan established by Non-Profit Association of the Midlands (the Plan Administrator) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Eligibility: Employees of participating employers are eligible to make salary reduction contributions to the plan. Upon enrollment in the plan, a participant may direct contributions to any combination of available investment options.

Contributions: Eligible employees, who elect to enter into a salary reduction agreement, may contribute to the plan. Total participating employer and employee contributions in any year may not exceed the lesser of 100% of compensation or \$49,000. Each year, participating employers may also elect to contribute to participant accounts. As defined in the plan, contributions are subject to other limitations.

Participant Accounts: Each participant account is credited with the participant's contribution and allocations of (a) the participating employer's contribution and, (b) Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. During the year ended December 31, 2011, attempts were made to have all individuals under an employer's previous plan roll over their accounts into the Plan. After several attempts, four employees could not be located and are treated as missing participants under the Department of Labor rule. These accounts are being treated by Franklin Templeton as individual plans and are no longer considered part of the Plan. Other benefit payments in the statement of changes in net assets available for benefits includes \$93,594 of distributions related to these missing participants.

Vesting and Forfeiture: Participants are immediately vested in their contributions plus actual earnings thereon. Participating employer contributions are vested based on a schedule provided by each participating employer, not to exceed six years. Amounts forfeited from a participant's account shall be used, at the discretion of the Administrator, to restore forfeitures, reduce employer contributions for the participating employer or to pay Plan expenses.

Nonprofit Association of the Midlands 403 (b) Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
For the years ended December 31, 2012 and 2011

NOTE A. DESCRIPTION OF PLAN - CONTINUED

Payment of Benefits: Benefits may be paid to a participant or beneficiary upon the following events: death, disability, termination of employment, or attaining age 59½ as defined in the plan. In addition, a participant may qualify for a hardship distribution as defined in the plan. The payment of benefits under the plan is governed by IRS Code Section 403(b) and the investment contract distribution restrictions.

Termination of Plan: Although it has not expressed any intent to do so, the Administrator has the right under the plan to terminate the plan at any time subject to the provisions of ERISA.

Participant Loans: Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates which are comparable with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is repaid ratably through monthly payroll deductions. The Plan had \$1,833 and \$6786 in participant loans outstanding at December 31, 2012 and 2011, respectively.

Administrative Expenses: All reasonable plan administration expenses, including those involved in retaining necessary professional assistance may be paid from the assets of the plan to the extent permitted by the participant's individual agreements. These expenses may be allocated to all plan participants, or for expenses directly related to one participant, charged against that participant's account balance. The Administrator may, at its discretion, pay a portion or all of these expenses. For the years ended December 31, 2012 and 2011, the Administrator absorbed administrative expenses.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

2. 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 C for disclosure of fair value values.

Nonprofit Association of the Midlands 403 (b) Plan
 NOTES TO FINANCIAL STATEMENTS - CONTINUED
 For the years ended December 31, 2012 and 2011

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

2. Investment Valuation and Income Recognition – Continued

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.

3. Payment of Benefits

Benefits are recorded when paid.

4. Reclassifications

Certain reclassifications have been made to the 2011 financial statement presentation to correspond to the current year's format. Net assets available for benefits and changes in net assets available for benefits are unchanged due to these reclassifications.

NOTE C. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	2012	2011
Investments, at fair value:		
Mutual funds	\$ 2,604,532	\$ 1,655,849
Money market funds	48,248	36,639
Investment income/(loss)	222,866	(50,848)

The investment income/(loss) in the statement of changes in net assets available for benefits includes a reclassification of reported investment income/(loss) to reflect administrative expenses.

All investments are participant directed. The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

	2012	2011
Fidelity Advisor Freedom 2030 Fund	\$ 395,632	\$ 275,040
Fidelity Advisor Freedom 2020 Fund	242,317	93,308
PIMCO Total Return Fund Institutional	195,399	121,944
Nationwide Investor Destinations Conservative Fund	145,062	106,474
Fidelity Advisor Freedom 2025 Fund	140,833	78,449
American Funds Growth Fund of America R5	140,826	102,390

Nonprofit Association of the Midlands 403 (b) Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
For the years ended December 31, 2012 and 2011

NOTE D. TAX STATUS

The Internal Revenue Service (IRS) has provided 403(b) plans relief from obtaining a determination letter until the revenue procedures are finalized and the IRS announces the date that it will start accepting applications. A written 403(b) plan adopted prior to December 31, 2009, that is intended to satisfy the requirements of Section 403(b) and the regulations, will have a remedial amendment period in which to amend the plan to correct any for defects retroactive to January 1, 2010.

The plan administrator is not aware of any events that have occurred that might adversely affect the plan from obtaining a qualified status. The plan is required to operate in conformity with Section 403(b) of the Internal Revenue Code to obtain its qualification.

NOTE E. PARTY-IN-INTEREST TRANSACTIONS

Nationwide Financial serve as custodians of the Plan's investment assets and execute transactions therein. Participants direct how their contributions are invested within the Plan. During the years ended December 31, 2012 and 2011, a portion of investment transactions were with mutual funds managed by both companies.

NOTE F. 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 G. SUBSEQUENT EVENTS

Subsequent events were evaluated through October 15, 2013, which is the date the financial statements were available to be issued. Management has concluded that no material subsequent event has occurred through this date that requires recognition or disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Nonprofit Association of the Midlands 403 (b) Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Plan 001
EIN 47-0778684
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Money Market			
*	Nationwide Funds	Nationwide Money Market Institutional	**	\$ 48,248
	Mutual Funds			
	Allianz Funds	Allianz NFJ Small-Cap Value A	**	92,857
	American Funds	American Funds Fundamental Investors R5	**	73,772
	American Funds	American Funds Growth Fund of America R5	**	140,826
	American Funds	American Funds New World R5	**	64,875
	Ave Maria Mutual Funds	Ave Maria Rising Dividend Fund	**	48,404
	Baron Funds	Baron Partners Fund	**	19,826
	Dodge & Cox Funds	Dodge & Cox International Stock Fund	**	34,572
	Eaton Vance Investment Managers	Eaton Vance Large-Cap Value Fund A	**	100,982
	Fidelity Investments	Fidelity Advisor Freedom 2010 Fund	**	101,075
	Fidelity Investments	Fidelity Advisor Freedom 2015 Fund	**	6,086
	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund	**	242,317
	Fidelity Investments	Fidelity Advisor Freedom 2025 Fund	**	140,833
	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund	**	395,632
	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund	**	144,524
	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund	**	106,149
	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund	**	74,967
	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund	**	110,126
	Goldman Sachs	Goldman Sachs Short Duration Government Institutional	**	7,301
	Harbor Funds	Harbor International Fund	**	50,379
	JPMorgan	JPMorgan Small Cap Equity Fund A	**	104,949
	MFS Investment Management	MFS Massachusetts Investors Trust R4	**	27,083
*	Nationwide Funds	Nationwide Investor Destinations Conservative Fund	**	145,062
	PIMCO	PIMCO Low Duration Fund Institutional	**	14,109
	PIMCO	PIMCO Total Return Fund Institutional	**	195,399
	Sentinel Investments	Sentinel Mid Cap Value Fund	**	48,897
	Vanguard	Vanguard Inflation Protected Securities Fund	**	-
	Vanguard	Vanguard GNMA Investor Fund	**	20,800
	Vanguard	Vanguard Wellesley Income Fund	**	92,730
				<u>\$ 2,652,780</u>

* Represents a party-in-interest

** Cost omitted for participant directed investments

See accompanying independent auditor's report.