

**403(b) Thrift Plan for Employees of
Girl Scouts of Western Ohio**

EIN 31-0679091 PN 003

Auditors' Report and Financial Statements

December 31, 2012 and 2011

**403(b) Thrift Plan for Employees of
Girl Scouts of Western Ohio**

December 31, 2012 and 2011

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Independent Auditors' Report

Plan Administrator
403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio
Cincinnati, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the 403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 our audits 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 Mutual of America, the custodian of the Plan, except for comparing such 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 transactions related to these assets. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2012 and 2011, 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.

Other Matter

The supplemental schedule listed in the table of contents 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 purpose of additional analysis and is 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 of 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*.

BKD, LLP

Cincinnati, Ohio
July 30, 2013

Federal Employer Identification Number: 44-0160260

**403(b) Thrift Plan for Employees of
Girl Scouts of Western Ohio**
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets	<u>2012</u>	<u>2011</u>
Investments, At Fair Value	<u>\$ 1,458,250</u>	<u>\$ 1,072,310</u>
Net Assets Available for Benefits	<u><u>\$ 1,458,250</u></u>	<u><u>\$ 1,072,310</u></u>

**403(b) Thrift Plan for Employees of
Girl Scouts of Western Ohio**
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 91,965	\$ (17,115)
Interest	<u>6,319</u>	<u>6,082</u>
Net investment income (loss)	<u>98,284</u>	<u>(11,033)</u>
Contributions		
Participants	182,582	213,196
Employer	208,317	212,395
Rollovers	<u>53,025</u>	<u>73,593</u>
Total contributions	<u>443,924</u>	<u>499,184</u>
Total additions	<u>542,208</u>	<u>488,151</u>
Deductions		
Benefits paid to participants	155,917	123,044
Administrative expenses	<u>351</u>	<u>-</u>
Total deductions	<u>156,268</u>	<u>123,044</u>
Net Increase	385,940	365,107
Net Assets Available for Benefits, Beginning of Year	<u>1,072,310</u>	<u>707,203</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 1,458,250</u></u>	<u><u>\$ 1,072,310</u></u>

403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio

Notes to Financial Statements

December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of the 403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio (Plan) provides only general information. Participants should refer to the Plan document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a defined contribution plan sponsored by Girl Scouts of Western Ohio (Council or Organization) for the benefit of its employees. Employees are immediately eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Mutual of America Life Insurance Company (Mutual of America) serves as Plan recordkeeper and custodian.

As permitted by Department of Labor Field Assistance Bulletin No. 2009-02, *Annual Reporting Requirements for 403(b) Plans*, the Plan elected to exclude certain custodial accounts issued to current and former employees prior to January 1, 2009, from net assets available for benefits as of December 31, 2012 and 2011. Investment income and distribution activity pertaining to these contracts was also excluded from the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011. The impact to the Plan pertaining to the exclusion of such accounts is not determinable.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Council make annual contributions of up to 100% of eligible compensation. However, this amount may not exceed an amount that would cause a violation of ERISA. Employee rollover and catch-up contributions are also permitted. The Plan allows for special code section 403(b) catch-up contributions for those participants with 15 years of service. Effective August 1, 2010, the Council provides a 3% non-elective contribution to all eligible employees. Effective December 1, 2010, the Council also provides a matching contribution up to 2% of eligible employees' wages.

Participant Investment Account Options

Investment account options available include various pooled mutual fund accounts and an interest accumulation account. Each participant has the option of directing his or her contributions into any of the separate investment accounts selected by the Council and may change the allocation to the extent permitted by the individual agreements.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Council's contribution, and plan earnings. Investment expenses are built into the purchase price of the investment and vary by fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio

Notes to Financial Statements

December 31, 2012 and 2011

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Employees who began service prior to December 1, 2010 are fully vested in the Council's contribution portion of their accounts plus earnings. Those employees beginning service subsequent to December 1, 2010 are fully vested in the Council's contribution portion of their account after three years of service with no vesting prior to that time. The non-vested balance is forfeited upon termination of service. Forfeitures are used to pay certain Plan expenses. Any amounts remaining are used to reduce Council contributions.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account or annuity payments. Participants may elect to receive a distribution of their rollover contributions at any time. Withdrawals other than for termination are permitted under circumstances provided by the Plan.

Participant Loans

Participant loans are not offered under the Plan.

Plan Termination

Although it has not expressed an intention to do so, the Council has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. For the years ended December 31, 2012 and 2011, contract value of the investment contract approximates its fair value.

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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio

Notes to Financial Statements

December 31, 2012 and 2011

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Pooled separate accounts are valued at estimated fair value as provided by Mutual of America. The investments in these pooled separate accounts consist solely of mutual funds registered with the Securities and Exchange Commission and are carried at the net asset value at which the underlying mutual fund shares are actively traded. The issuer of the investment in the interest accumulation account maintains that this investment is a cash equivalent. The value is the redeemable value of the fund and there are no deferred sales charges, load assessments or interest rate adjustments. Accordingly, the fair value of this investment is estimated at the amount of its historical cost.

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

Plan Tax Status

The Plan, together with the investment vehicles, is intended to be a tax-sheltered annuity plan under Section 403(b) of the Internal Revenue Code of 1986, as amended. The Plan has not requested or obtained a determination letter as the Internal Revenue Service does not currently provide that service for 403(b) plans. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. With a few exceptions, the Plan is no longer subject to U.S. federal examinations by tax authorities for years before 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Organization or the Plan, at the Organization's discretion.

403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio

Notes to Financial Statements

December 31, 2012 and 2011

Note 3: Investments

The Plan's investments are held by an insurance company administered fund. The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows at December 31:

	2012	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Pooled separate accounts		
Money market fund	\$ -	\$ 4,788
Equity mutual funds	47,954	431,663
Fixed income mutual funds	2,675	120,164
Balanced/asset allocation funds	41,336	498,926
Investment contract	-	402,709
	\$ 91,965	\$ 1,458,250

	2011	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Pooled separate accounts		
Money market fund	\$ -	\$ 43,940
Equity mutual funds	(16,298)	306,897
Fixed income mutual funds	2,399	55,110
Balanced/asset allocation funds	(3,216)	291,802
Investment contract	-	374,561
	\$ (17,115)	\$ 1,072,310

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Notes to Financial Statements

December 31, 2012 and 2011

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows at December 31:

	2012	2011
Mutual of America Interest Accumulation Account	\$ 402,709	\$ 374,561
Mutual of America All America Fund	*	60,302
Mutual of America Bond Fund	85,001	*
Mutual of America 2045 Retirement Fund	139,115	85,182
Fidelity Investments VIP Contrafund	77,766	55,058

* Fund amount does not exceed 5% in respective year

Interest and dividends realized on the Plan's investments for the years ended December 31, 2012 and 2011, were \$6,319 and \$6,082, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain plan investments are units of mutual fund accounts managed by the Plan custodian. The Plan's interest accumulation account is maintained in Mutual of America's general account.

The Plan paid \$351 of recordkeeping fees during 2012 (none in 2011). The Council provides certain administrative services at no cost to the Plan.

Note 5: Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

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Notes to Financial Statements

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Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Fair value determinations for Level 3 measurements of securities are the responsibility of management. Management contracts with a pricing specialist to generate fair value estimates on a monthly or quarterly basis. Management challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States.

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs:

	Investment Contract
Balance December 31, 2010	\$ 204,197
Purchases	240,489
Settlements	(70,125)
	374,561
Balance December 31, 2011	374,561
Purchases	130,765
Settlements	(102,617)
	402,709
Balance December 31, 2012	\$ 402,709

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As the investment contract is valued at contract value, which approximates fair value, there are no realized or unrealized gains or losses for this investment included in the net increase in net assets available for benefits.

Note 6: Investment Contract with Insurance Company

The Plan has entered into an investment contract with Mutual of America Insurance Company. Mutual of America maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

Because the investment contract is not fully benefit responsive, fair value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by Mutual of America, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 approximates the contract value. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than one percent. Such interest rates are reviewed on an annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	<u>2012</u>	<u>2011</u>
Average yields		
Based on actual earnings	1.63%	2.10%
Based on interest rate credited to participants	1.63%	2.10%

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Notes to Financial Statements

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Note 7: Risks and Uncertainties

The current economic situation continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditors' Report, which is the date the financial statements were available to be issued.

Supplemental Schedule

403(b) Thrift Plan for Employees of Girl Scouts of Western Ohio

EIN: 31-0679091 PN 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2012

Identity of Issuer (a)(b)	Description of Investment (c)	Current Value (e)
Pooled Separate Accounts		
*Mutual of America Money Market Fund	1,945 shares	\$ 4,788
*Mutual of America All America Fund	6,191 shares	66,022
*Mutual of America Bond Fund	14,323 shares	85,001
*Mutual of America Composite Fund	3,752 shares	26,692
*Mutual of America Mid-Term Bond Fund	14,014 shares	32,767
*Mutual of America Mid-Cap Equity Index	16,640 shares	42,380
*Mutual of America Equity Index Fund	10,133 shares	36,913
*Mutual of America Moderate Allocation	6,254 shares	10,602
*Mutual of America Aggressive Allocation	3,989 shares	7,278
*Mutual of America Mid-Cap Value Fund	1,466 shares	1,853
*Mutual of America Small-Cap Growth Fund	11,415 shares	15,514
*Mutual of America Small-Cap Value Fund	5,229 shares	7,926
*Mutual of America International Fund	672 shares	522
*Mutual of America Retirement Income Fund	287 shares	351
*Mutual of America 2015 Retirement Fund	19,096 shares	21,324
*Mutual of America 2020 Retirement Fund	42,752 shares	46,517
*Mutual of America 2025 Retirement Fund	67,130 shares	72,542
*Mutual of America 2030 Retirement Fund	64,889 shares	70,121
*Mutual of America 2035 Retirement Fund	23,854 shares	25,262
*Mutual of America 2040 Retirement Fund	64,492 shares	67,849
*Mutual of America 2045 Retirement Fund	133,534 shares	139,115
DWS Bond	123 shares	2,396
DWS Capital Growth VIP	419 shares	18,397
DWS International VIP	517 shares	9,174
American Century VP Capital Appreciation	2,303 shares	64,011
Calvert Social Balanced Fund	459 shares	1,836
Fidelity Investments VIP Asset Manager	257 shares	9,437
Fidelity Investments VIP Equity-Income	257 shares	12,151
Fidelity Investments VIP Contrafund	1,542 shares	77,766
Fidelity Investments VIP Mid-Cap	478 shares	22,960
Vanguard VIF Diversified Value	240 shares	4,240
Vanguard VIF International	2,140 shares	48,529
Oppenheimer Main Street VA	127 shares	3,305
Total mutual funds		1,055,541
General Account Total		
*Mutual of America Interest Accumulation Account		402,709
		<u>\$ 1,458,250</u>

*Party-in-interest