

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), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>05/02/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1990</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>01/01/1990</u>							
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION</u> <u>707 SEVENTEENTH STREET</u> <u>SUITE 3800</u> <u>DENVER, CO 80202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>84-0955532</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>303-592-3200</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>511210</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0955532</u>		2c Sponsor's telephone number <u>303-592-3200</u>		2d Business code (see instructions) <u>511210</u>	
2b Employer Identification Number (EIN) <u>84-0955532</u>							
2c Sponsor's telephone number <u>303-592-3200</u>							
2d Business code (see instructions) <u>511210</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/18/2011	VIRGINIA FRAZER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION 707 SEVENTEENTH STREET SUITE 3800 DENVER, CO 80202	3b Administrator's EIN 84-0955532 3c Administrator's telephone number 303-592-3200
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	130
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2011 and ending 05/02/2011		
A Name of plan SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION	D Employer Identification Number (EIN) 84-0955532	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	2500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT EQUITY INC - AMERICAN CENTU 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN MID CAP VAL - STATE STREET 200 CLARENDON STREET BOSTON, MA 02116	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
M&N PROBLND MAXIMUM - MANNING & NAP 16-0995736	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2011 and ending 05/02/2011		
A Name of plan SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION	D Employer Identification Number (EIN) 84-0955532	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	299270	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	141886	0
(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)	7952947	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8394103	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8394103	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	41907	
(B) Participants	2a(1)(B)	133294	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		175201
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(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)	1533	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1541
(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)	8080	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		8080
(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)		

		(a) Amount	(b) Total
2b (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)		
(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)		442830
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		627652

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	399604	
(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)		399604
f Corrective distributions (see instructions)	2f		15807
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2670	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2670
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		418081

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		209571
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		8603674

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: ERHARDT KEEFE STEINER HOLTSMAN PC

(2) EIN: 84-0869721

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 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)
EPICOR SOFTWARE 401 (K) SAVINGS PLA	33-0277592	001

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2011 and ending 05/02/2011

A Name of plan <u>SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION</u>	D Employer Identification Number (EIN) <u>84-0955532</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 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(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN**

**Financial Statements
and
Independent Auditors' Report
April 6, 2011 and December 31, 2010**

EKS&H
**EHRHARDT • KEEFE
STEINER • HOTTMAN PC**
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
SPECTRUM Human Resource Systems Corporation
401(k) Profit Sharing Plan
Irvine, California

We were engaged to audit the financial statements of the SPECTRUM Human Resource Systems Corporation 401(k) Profit Sharing Plan (the "Plan") as of April 6, 2011 and December 31, 2010, and for the period from January 1, 2011 through April 6, 2011. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Fidelity Management Trust Company ("Fidelity"), the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of April 6, 2011 and December 31, 2010, and for the period from January 1, 2011 through April 6, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

As described in Note 1 to the financial statements, effective April 6, 2011, the Plan merged into the Epicor Software 401(k) Plan.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ehrhardt Keefe Steiner & Hottman PC

Ehrhardt Keefe Steiner & Hottman PC

September 30, 2011
Denver, Colorado

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	<u>April 6, 2011</u>	<u>December 31, 2010</u>
Assets		
Investments, at fair value		
Mutual funds	\$ -	\$ 7,952,947
Money market funds	<u>-</u>	<u>299,270</u>
Total investments	<u>-</u>	<u>8,252,217</u>
Receivables		
Participant notes receivable	<u>-</u>	<u>141,886</u>
Net assets available for benefits	<u><u>\$ -</u></u>	<u><u>\$ 8,394,103</u></u>

See notes to financial statements.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Period From January 1, 2011 Through April 6, 2011

Investment income	
Net appreciation in fair value of investments	\$ 442,831
Interest and dividend income	<u>9,620</u>
Total investment income	<u>452,451</u>
Contributions	
Employer	41,908
Participant	132,595
Rollover	<u>699</u>
Total contributions	<u>175,202</u>
Deductions from net assets	
Benefits paid to participants	415,412
Administrative expenses	<u>2,670</u>
Total deductions	<u>418,082</u>
Net increase in net assets available for benefits	209,571
Transfers	
Transfer of assets to successor plan	(8,603,674)
Net assets available for benefits, beginning of period	<u>8,394,103</u>
Net assets available for benefits, end of period	<u>\$ -</u>

See notes to financial statements.

**SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN**

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following brief description of the SPECTRUM Human Resource Systems Corporation 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was a defined contribution plan established January 1, 1990, and most recently amended in November 2010. The Plan covered eligible employees of SPECTRUM Human Resource Systems Corporation (the "Company") and was available to employees who had worked a minimum of three months with the Company. There were no age requirements. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Board of Directors of the Company administered the Plan. Fidelity Management Trust Company ("Fidelity") served as trustee, managed Plan assets, and maintained the Plan's records. The Plan offered Plan participants a variety of investment options through various mutual funds and money market funds. Individual accounts were invested in the various investment options at the direction of the participants.

Effective April 6, 2011, the Plan merged into the Epicor Software 401(k) Plan ("Epicor Plan"). Each eligible Spectrum employee who was a participant in the Plan on March 31, 2011, was eligible to participate in the Epicor Plan on April 1, 2011. Spectrum employees were granted past service credit for purposes of eligibility for participation, vesting, and benefits under the Epicor Plan.

Contributions

Participants may have elected to make before-tax contributions of up to 60% of their annual compensation, as defined in the Plan document, subject to annual limits established by the Internal Revenue Service ("IRS"). This maximum percentage may have been reduced by the Plan administrator in certain circumstances. The Plan also permitted rollover contributions from other qualified retirement plans. Employee contributions to the Plan were made through regular payroll deductions. Participants could make additional voluntary non-deductible after-tax contributions. Matching contributions by the employer were not allowed on any voluntary non-deductible after-tax employee contributions.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions (continued)

The Plan allowed for employer-matching contributions equal to a percentage determined by the Company and approved by its Board of Directors, as well as discretionary profit-sharing contributions. For the period from January 1, 2011 through April 6, 2011, Epicor Software Corporation ("Epicor") elected to make a matching contribution of 50% of the participant's contribution up to 4% of the participant's compensation. The Company was allowed to make discretionary profit-sharing contributions. In order to receive any discretionary profit-sharing contributions, a participant must have been employed on the last day of the Plan year and have worked at least 1,000 hours during the Plan year. The Company could have designated all or a portion of any profit-sharing contributions for a Plan year as qualified non-elective contributions and allocated them to non-highly compensated employees to help the Plan pass one or more annually required Internal Revenue Code ("IRC") non-discrimination tests. To the extent any contributions were so designated, participants were immediately 100% vested in those amounts and could not request a hardship withdrawal of those amounts. There was no discretionary profit sharing made to the Plan for the period from January 1, 2011 through April 6, 2011. There were qualified non-elective contributions of \$16,362 for the period from January 1, 2011 through April 6, 2011.

Participants' Accounts

Each participant's account was credited or charged with the participant's contributions and an allocation of the Company's contributions, Plan earnings or losses, and Plan expenses. Plan earnings and losses were allocated based upon participant account balances, and Company-matching contributions were allocated based upon participant contributions. Allocations of discretionary profit-sharing contributions were based upon eligible participant compensation received during the Plan year, as defined in the Plan document. The benefit to which a participant was entitled was the vested portion of the participant's account.

Vesting

Participants were 100% vested in their voluntary contributions, allocated earnings or losses thereon, and any qualified non-elective contributions.

Any employer contributions and the earnings or losses thereon not fully vested when contributed vested as follows:

<u>Years of Service</u>	<u>Vested Interest</u>
Less than 1 year	0%
1 year	25%
2 years	50%
3 years	75%
4 years	100%

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition

Plan assets were comprised of mutual funds and money market funds. Mutual funds and money market funds were valued based on quoted market prices.

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits, and was determined as the difference between fair value at the beginning of the Plan year (or date purchased if during the Plan year) and selling price (if sold during the Plan year) or year-end fair value. Purchases and sales of securities were recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date.

Participant Notes Receivable

Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances, and could have only one loan outstanding at any time. The loans were secured by the vested balances in the participants' accounts and bore interest at rates that ranged from 4.25% to 9.25% at April 6, 2011. The rates were fixed at loan origination and are commensurate with local prevailing rates as determined by the Plan administrator at the time the loan was approved. Principal and interest were paid ratably through payroll deductions over a period not to exceed five years, unless the loan was for the purchase of the participant's primary residence, in which case, the loan period could not extend beyond ten years from the date of the loan. As of December 31, 2010, the Plan had total loans outstanding of \$141,886. All Loans were transferred to the Epicor Plan on April 6, 2011.

Distributions to Participants

On termination of service due to death, disability, or retirement, a participant (or designated beneficiary upon death) could elect to receive a lump-sum amount equal to the value of the participant's vested account balance, or defer distribution and leave funds in the Plan if the participant's balance was over \$1,000. Under certain circumstances of financial hardship, participants could make withdrawals from their accounts, subject to a minimum amount of \$500. Participants could also elect to receive distributions from their vested account balance upon attaining the age of 59 1/2. Benefits were recorded when paid.

Participants who had terminated employment with the Company with vested account balances not exceeding \$1,000 had such vested balances distributed to the participants in a lump-sum cash payment as soon as reasonably practicable.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion of the participant's account was forfeited and was placed in a separate account and was first be used to offset administrative expenses and then employer contributions, as directed by the Company. The balance of this account at April 6, 2011 and December 31, 2010, was \$0 and \$912, respectively. During the period from January 1, 2011 through April 6, 2011, \$0 in forfeitures was used to pay administrative expenses.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risk and Uncertainties

The Plan provided for various investment options that were exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it was reasonably possible that changes in the value of investments would occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Additionally, some investments held by Fidelity were invested in the securities of foreign companies, which involved special risks and considerations not typically associated with investing in U.S. companies. These risks included devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of comparable U.S. companies.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with GAAP.

Subsequent Events

The Company has evaluated subsequent events related to the Plan through the report date, September 30, 2011, the date the financial statements were available to be issued.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 2 - Assets Certified by Fidelity

Fidelity has certified in writing to the Plan administrator that the stated amounts for investments at fair value and notes receivable at amortized costs as of April 6, 2011 and December 31, 2010, and the income earned thereon for the period from January 1, 2011 through April 6, 2011, as reflected in the accompanying financial statements, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the information certified by the trustee except for comparing the information contained therein to information included in the financial statements.

The fair value of investments greater than 5% of net assets was the following:

	April 6, 2011	December 31, 2010
Fidelity Contrafund	\$ -	\$ 2,009,618
Fidelity Growth Company	\$ -	\$ 866,746
Fidelity Diversified International	\$ -	\$ 808,295
Fidelity Low-Priced Stock	\$ -	\$ 785,626
Fidelity U.S. Bond Index Portfolio	\$ -	\$ 630,318
M&N Prob Ind Maximum	\$ -	\$ 629,009
Fidelity Mid-Cap Stock	\$ -	\$ 455,556
Baron Growth	\$ -	\$ 433,099

* Investment balance is below 5% of net assets available for benefits at the respective date, presented for comparison purposes only.

Note 3 - Fair Value Accounting

The fair value of a financial instrument is the amount 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 (exit price). The Plan maximized the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the valuation hierarchy was based upon the lowest level of input that is significant to the fair value measurement.

Level 1: Inputs to the valuation methodology were unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology included quoted prices for similar assets and liabilities in active markets and inputs that were observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

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

The following assets were measured at fair value on a recurring basis:

The following table sets forth by level, within the fair value hierarchy, the Plan's investments assets at fair value at December 31, 2010.

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap	\$ 3,840,295	\$ -	\$ -	\$ 3,840,295
Mid-cap	1,372,706	-	-	1,372,706
Blended	868,234	-	-	868,234
International	808,295	-	-	808,295
Bond income	630,318	-	-	630,318
Small-cap	433,099	-	-	433,099
Money market funds	299,270	-	-	299,270
Total	<u>\$ 8,252,217</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,252,217</u>

The valuation technique used to measure fair value of the mutual funds and money market funds was the final quoted daily net asset value prices that are directly observable in the marketplace.

There were no changes to the valuation techniques used during the period from January 1, 2011 through April 6, 2011, and the year ended December 31, 2010.

Note 4 - Income Taxes

On October 9, 2003, the IRS issued an opinion letter indicating that the prototype adopted by the Plan, as then designed, qualified under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of April 1, 2011, there were no uncertain positions taken or expected to be taken that would require recognition of a liability 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 administrator believes it is no longer subject to income tax examinations for years prior to 2007.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 5 - Administration of the Plan

The Company provided, at no cost to actively employed participants of the Plan, certain administrative, accounting, and legal services to the Plan and also paid the cost of certain outside services for the Plan. The Plan allowed certain fees to be charged to accounts of participants who were no longer actively employed by the Company.

Note 6 - Party-in-Interest Transactions

Certain Plan investments were mutual funds and money market funds managed by a Fidelity affiliate. Fidelity was the trustee, as defined by the Plan; therefore, those transactions qualified as party-in-interest.

**SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN**

**Financial Statements
and
Independent Auditors' Report
April 6, 2011 and December 31, 2010**

EKS&H
**EHRHARDT • KEEFE
STEINER • HOTTMAN PC**
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
SPECTRUM Human Resource Systems Corporation
401(k) Profit Sharing Plan
Irvine, California

We were engaged to audit the financial statements of the SPECTRUM Human Resource Systems Corporation 401(k) Profit Sharing Plan (the "Plan") as of April 6, 2011 and December 31, 2010, and for the period from January 1, 2011 through April 6, 2011. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Fidelity Management Trust Company ("Fidelity"), the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of April 6, 2011 and December 31, 2010, and for the period from January 1, 2011 through April 6, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

As described in Note 1 to the financial statements, effective April 6, 2011, the Plan merged into the Epicor Software 401(k) Plan.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ehrhardt Keefe Steiner & Hottman PC

Ehrhardt Keefe Steiner & Hottman PC

September 30, 2011
Denver, Colorado

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	<u>April 6, 2011</u>	<u>December 31, 2010</u>
Assets		
Investments, at fair value		
Mutual funds	\$ -	\$ 7,952,947
Money market funds	<u>-</u>	<u>299,270</u>
Total investments	<u>-</u>	<u>8,252,217</u>
Receivables		
Participant notes receivable	<u>-</u>	<u>141,886</u>
Net assets available for benefits	<u><u>\$ -</u></u>	<u><u>\$ 8,394,103</u></u>

See notes to financial statements.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Period From January 1, 2011 Through April 6, 2011

Investment income	
Net appreciation in fair value of investments	\$ 442,831
Interest and dividend income	<u>9,620</u>
Total investment income	<u>452,451</u>
Contributions	
Employer	41,908
Participant	132,595
Rollover	<u>699</u>
Total contributions	<u>175,202</u>
Deductions from net assets	
Benefits paid to participants	415,412
Administrative expenses	<u>2,670</u>
Total deductions	<u>418,082</u>
Net increase in net assets available for benefits	209,571
Transfers	
Transfer of assets to successor plan	(8,603,674)
Net assets available for benefits, beginning of period	<u>8,394,103</u>
Net assets available for benefits, end of period	<u>\$ -</u>

See notes to financial statements.

**SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN**

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies

The following brief description of the SPECTRUM Human Resource Systems Corporation 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was a defined contribution plan established January 1, 1990, and most recently amended in November 2010. The Plan covered eligible employees of SPECTRUM Human Resource Systems Corporation (the "Company") and was available to employees who had worked a minimum of three months with the Company. There were no age requirements. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Board of Directors of the Company administered the Plan. Fidelity Management Trust Company ("Fidelity") served as trustee, managed Plan assets, and maintained the Plan's records. The Plan offered Plan participants a variety of investment options through various mutual funds and money market funds. Individual accounts were invested in the various investment options at the direction of the participants.

Effective April 6, 2011, the Plan merged into the Epicor Software 401(k) Plan ("Epicor Plan"). Each eligible Spectrum employee who was a participant in the Plan on March 31, 2011, was eligible to participate in the Epicor Plan on April 1, 2011. Spectrum employees were granted past service credit for purposes of eligibility for participation, vesting, and benefits under the Epicor Plan.

Contributions

Participants may have elected to make before-tax contributions of up to 60% of their annual compensation, as defined in the Plan document, subject to annual limits established by the Internal Revenue Service ("IRS"). This maximum percentage may have been reduced by the Plan administrator in certain circumstances. The Plan also permitted rollover contributions from other qualified retirement plans. Employee contributions to the Plan were made through regular payroll deductions. Participants could make additional voluntary non-deductible after-tax contributions. Matching contributions by the employer were not allowed on any voluntary non-deductible after-tax employee contributions.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Contributions (continued)

The Plan allowed for employer-matching contributions equal to a percentage determined by the Company and approved by its Board of Directors, as well as discretionary profit-sharing contributions. For the period from January 1, 2011 through April 6, 2011, Epicor Software Corporation ("Epicor") elected to make a matching contribution of 50% of the participant's contribution up to 4% of the participant's compensation. The Company was allowed to make discretionary profit-sharing contributions. In order to receive any discretionary profit-sharing contributions, a participant must have been employed on the last day of the Plan year and have worked at least 1,000 hours during the Plan year. The Company could have designated all or a portion of any profit-sharing contributions for a Plan year as qualified non-elective contributions and allocated them to non-highly compensated employees to help the Plan pass one or more annually required Internal Revenue Code ("IRC") non-discrimination tests. To the extent any contributions were so designated, participants were immediately 100% vested in those amounts and could not request a hardship withdrawal of those amounts. There was no discretionary profit sharing made to the Plan for the period from January 1, 2011 through April 6, 2011. There were qualified non-elective contributions of \$16,362 for the period from January 1, 2011 through April 6, 2011.

Participants' Accounts

Each participant's account was credited or charged with the participant's contributions and an allocation of the Company's contributions, Plan earnings or losses, and Plan expenses. Plan earnings and losses were allocated based upon participant account balances, and Company-matching contributions were allocated based upon participant contributions. Allocations of discretionary profit-sharing contributions were based upon eligible participant compensation received during the Plan year, as defined in the Plan document. The benefit to which a participant was entitled was the vested portion of the participant's account.

Vesting

Participants were 100% vested in their voluntary contributions, allocated earnings or losses thereon, and any qualified non-elective contributions.

Any employer contributions and the earnings or losses thereon not fully vested when contributed vested as follows:

<u>Years of Service</u>	<u>Vested Interest</u>
Less than 1 year	0%
1 year	25%
2 years	50%
3 years	75%
4 years	100%

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition

Plan assets were comprised of mutual funds and money market funds. Mutual funds and money market funds were valued based on quoted market prices.

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits, and was determined as the difference between fair value at the beginning of the Plan year (or date purchased if during the Plan year) and selling price (if sold during the Plan year) or year-end fair value. Purchases and sales of securities were recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date.

Participant Notes Receivable

Participants could borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances, and could have only one loan outstanding at any time. The loans were secured by the vested balances in the participants' accounts and bore interest at rates that ranged from 4.25% to 9.25% at April 6, 2011. The rates were fixed at loan origination and are commensurate with local prevailing rates as determined by the Plan administrator at the time the loan was approved. Principal and interest were paid ratably through payroll deductions over a period not to exceed five years, unless the loan was for the purchase of the participant's primary residence, in which case, the loan period could not extend beyond ten years from the date of the loan. As of December 31, 2010, the Plan had total loans outstanding of \$141,886. All Loans were transferred to the Epicor Plan on April 6, 2011.

Distributions to Participants

On termination of service due to death, disability, or retirement, a participant (or designated beneficiary upon death) could elect to receive a lump-sum amount equal to the value of the participant's vested account balance, or defer distribution and leave funds in the Plan if the participant's balance was over \$1,000. Under certain circumstances of financial hardship, participants could make withdrawals from their accounts, subject to a minimum amount of \$500. Participants could also elect to receive distributions from their vested account balance upon attaining the age of 59 1/2. Benefits were recorded when paid.

Participants who had terminated employment with the Company with vested account balances not exceeding \$1,000 had such vested balances distributed to the participants in a lump-sum cash payment as soon as reasonably practicable.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participant Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion of the participant's account was forfeited and was placed in a separate account and was first be used to offset administrative expenses and then employer contributions, as directed by the Company. The balance of this account at April 6, 2011 and December 31, 2010, was \$0 and \$912, respectively. During the period from January 1, 2011 through April 6, 2011, \$0 in forfeitures was used to pay administrative expenses.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Risk and Uncertainties

The Plan provided for various investment options that were exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it was reasonably possible that changes in the value of investments would occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Additionally, some investments held by Fidelity were invested in the securities of foreign companies, which involved special risks and considerations not typically associated with investing in U.S. companies. These risks included devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of comparable U.S. companies.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with GAAP.

Subsequent Events

The Company has evaluated subsequent events related to the Plan through the report date, September 30, 2011, the date the financial statements were available to be issued.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 2 - Assets Certified by Fidelity

Fidelity has certified in writing to the Plan administrator that the stated amounts for investments at fair value and notes receivable at amortized costs as of April 6, 2011 and December 31, 2010, and the income earned thereon for the period from January 1, 2011 through April 6, 2011, as reflected in the accompanying financial statements, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the information certified by the trustee except for comparing the information contained therein to information included in the financial statements.

The fair value of investments greater than 5% of net assets was the following:

	April 6, 2011	December 31, 2010
Fidelity Contrafund	\$ -	\$ 2,009,618
Fidelity Growth Company	\$ -	\$ 866,746
Fidelity Diversified International	\$ -	\$ 808,295
Fidelity Low-Priced Stock	\$ -	\$ 785,626
Fidelity U.S. Bond Index Portfolio	\$ -	\$ 630,318
M&N Prob Ind Maximum	\$ -	\$ 629,009
Fidelity Mid-Cap Stock	\$ -	\$ 455,556
Baron Growth	\$ -	\$ 433,099

* Investment balance is below 5% of net assets available for benefits at the respective date, presented for comparison purposes only.

Note 3 - Fair Value Accounting

The fair value of a financial instrument is the amount 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 (exit price). The Plan maximized the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the valuation hierarchy was based upon the lowest level of input that is significant to the fair value measurement.

Level 1: Inputs to the valuation methodology were unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology included quoted prices for similar assets and liabilities in active markets and inputs that were observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
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Notes to Financial Statements

Note 3 - Fair Value Accounting (continued)

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

The following assets were measured at fair value on a recurring basis:

The following table sets forth by level, within the fair value hierarchy, the Plan's investments assets at fair value at December 31, 2010.

Description	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap	\$ 3,840,295	\$ -	\$ -	\$ 3,840,295
Mid-cap	1,372,706	-	-	1,372,706
Blended	868,234	-	-	868,234
International	808,295	-	-	808,295
Bond income	630,318	-	-	630,318
Small-cap	433,099	-	-	433,099
Money market funds	299,270	-	-	299,270
Total	<u>\$ 8,252,217</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,252,217</u>

The valuation technique used to measure fair value of the mutual funds and money market funds was the final quoted daily net asset value prices that are directly observable in the marketplace.

There were no changes to the valuation techniques used during the period from January 1, 2011 through April 6, 2011, and the year ended December 31, 2010.

Note 4 - Income Taxes

On October 9, 2003, the IRS issued an opinion letter indicating that the prototype adopted by the Plan, as then designed, qualified under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of April 1, 2011, there were no uncertain positions taken or expected to be taken that would require recognition of a liability 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 administrator believes it is no longer subject to income tax examinations for years prior to 2007.

SPECTRUM HUMAN RESOURCE SYSTEMS CORPORATION
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Notes to Financial Statements

Note 5 - Administration of the Plan

The Company provided, at no cost to actively employed participants of the Plan, certain administrative, accounting, and legal services to the Plan and also paid the cost of certain outside services for the Plan. The Plan allowed certain fees to be charged to accounts of participants who were no longer actively employed by the Company.

Note 6 - Party-in-Interest Transactions

Certain Plan investments were mutual funds and money market funds managed by a Fidelity affiliate. Fidelity was the trustee, as defined by the Plan; therefore, those transactions qualified as party-in-interest.