

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a single-employer plan;
	☒ a multiple-employer plan; or ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ an amended return/report;
	☐ the final 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; ☐ special extension (enter description)
	☐ automatic extension; ☐ the DFVC program;

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>AOQ MANAGEMENT CO. 401(K) PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ► <u>333</u> 1c Effective date of plan <u>01/01/2006</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>AOQ MANAGEMENT, INC.</u> <u>280 HINDMAN ROAD</u> <u>TRAVELERS REST, SC 29690</u>	2b Employer Identification Number (EIN) <u>20-3024566</u> 2c Sponsor's telephone number <u>864-834-3985</u> 2d Business code (see instructions) <u>561300</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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/27/2012</u>	<u>PAMELA EVETTE</u>
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AOQ MANAGEMENT, INC. 280 HINDMAN ROAD TRAVELERS REST, SC 29690	3b Administrator's EIN 20-3024566 3c Administrator's telephone number 864-834-3985
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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	1060
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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	889
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	59
d Subtotal. Add lines 6a , 6b , and 6c	6d	948
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	948
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	126
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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

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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>AOQ MANAGEMENT CO. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AOQ MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>20-3024566</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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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)

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 26 37 38 50	TPA	24384	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(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:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011	
A Name of plan AOQ MANAGEMENT CO. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ► 333
C Plan sponsor's name as shown on line 2a of Form 5500 AOQ MANAGEMENT, INC.	D Employer Identification Number (EIN) 20-3024566

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)	3214	5609
(2) Participant contributions	1b(2)	6863	44213
(3) Other.....	1b(3)	1093	1511
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(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)	65594	37128
(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)	1883165	1482720
(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	1959929	1571181

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	1959929	1571181
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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)	46540	
(B) Participants	2a(1)(B)	160480	
(C) Others (including rollovers)	2a(1)(C)	3860	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		210880
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	593	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		593
(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)	52643	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		52643
(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)		0

		(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)		0
(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)		-75903
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		188213

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	191876	
(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)		191876
f Corrective distributions (see instructions)	2f		
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)	24384	
(3) Investment advisory and management fees	2i(3)	3651	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		28035
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		219911

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-31698
l Transfers of assets:			
(1) To this plan.....	2l(1)		13391
(2) From this plan	2l(2)		370441

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: SKIBBIE & COMPANY, INC.

(2) EIN: 20-5413691

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		195000
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:

- 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)

EMPLOYEE PROFESSIONALS RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
32-0077432	334

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 2011 This Form is Open to Public Inspection.
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan AOQ MANAGEMENT CO. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 AOQ MANAGEMENT, INC.		D Employer Identification Number (EIN) 20-3024566
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 0
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): 65-0708495		
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 (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

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): _____

AOQ Management Co.

401(k) Profit Sharing Plan

FINANCIAL STATEMENTS

December 31, 2011

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS FOR DECEMBER 31, 2011

Table of Contents	Page
INDEPENDENT AUDITOR’S REPORT.....	2
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS.....	3
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS.....	4
NOTES TO FINANCIAL STATEMENTS.....	5-11
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES.....	13
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED.....	14

INDEPENDENT AUDITORS' REPORT

Administrative Committee
AOQ Management Co. 401(k) Profit Sharing Plan
Travelers Rest, SC

We have audited the accompanying statement of net assets available for benefits of the AOQ Management Co. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010 and the related statement of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



July 19, 2012

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash	\$ -	\$ -
Receivables		
Employer contributions	5,609	3,214
Employee contributions	45,724	7,956
Participant notes	<u>37,128</u>	<u>65,594</u>
TOTAL RECEIVABLES	<u>88,461</u>	<u>76,764</u>
Investments, at fair value		
Mutual funds	<u>1,482,720</u>	<u>1,883,165</u>
TOTAL INVESTMENTS	<u>1,482,720</u>	<u>1,883,165</u>
TOTAL ASSETS	<u>1,571,181</u>	<u>1,959,929</u>
LIABILITIES		
Other Payables	<u>-</u>	<u>-</u>
TOTAL LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,571,181</u>	<u>\$ 1,959,929</u>

The accompanying notes are an integral part of these statements

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR(s) ENDED DECEMBER 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS		
Contributions		
Employer	\$ 46,540	\$ 67,067
Participants	160,480	174,031
Other (including rollovers)	3,860	-
TOTAL CONTRIBUTIONS	<u>210,880</u>	<u>241,098</u>
Interest on participant notes receivable	593	2,583
Investment income		
Net appreciation in fair value of investments	-	177,009
Interest	-	-
Dividends	52,643	32,592
TOTAL INVESTMENT INCOME	<u>52,643</u>	<u>209,601</u>
TOTAL ADDITIONS TO NET ASSETS	<u>264,116</u>	<u>453,282</u>
DEDUCTIONS FROM NET ASSETS		
Net depreciation in fair value of investments	75,903	-
Benefits paid to participants	191,876	46,033
Administrative expenses	28,035	26,727
TOTAL DEDUCTIONS FROM NET ASSETS	<u>295,814</u>	<u>72,760</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(31,698)	380,522
TRANSFERS To (From) the PLAN	(357,050)	58,365
NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year	<u>1,959,929</u>	<u>1,521,042</u>
NET ASSETS AVAILABLE FOR BENEFITS - End of Year	<u>\$ 1,571,181</u>	<u>\$ 1,959,929</u>

The accompanying notes are an integral part of these statements

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN

The following description of the AOQ Management Company 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Users of the financial statements and supplemental schedules should refer to the Plan documents for a more complete description of the Plan’s provisions.

General: The Plan is a defined contribution plan established to provide for contributions made under salary deferral agreements pursuant to Section 401(k) of the Internal Revenue Code (the “Code”). The Plan covers substantially all employees of Quality Business Solutions, Inc. and its affiliates (hereafter, collectively referred to as the “Company”) and the employer organizations who have adopted the plan (see “Participating Employers”). The Plan is a “multiple employer” plan as described in Section 413(c) of the Internal Revenue Code, and is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Participating Employers: Each employer that contracts with The Company to fulfill its payroll functions as a professional employer organization has the option of adopting this plan for the benefit of its employees. An employer that does adopt this plan is known as a *participating employer*. An employer that does not adopt this plan may adopt its own retirement plan. Any employer adopting its own retirement plan is subject to its plan’s regulations and not those of the Plan. Therefore, their plan information is not included in these financial statements.

Eligibility: Employees of the Company or its participating employers may participate in the Plan once they are age 21 and have ninety days of service, unless the participating employer waives or reduces the age or service requirement.

In its initial adoption of the Plan, a participating employer may choose to waive the age and service requirement for individuals who are performing services as of a specific date. Such individuals are immediately eligible to participate. Individuals who are employed after the specified date must satisfy the Plan’s regular eligibility requirements.

Contributions: Eligible employees may make contributions via payroll deductions up to limits as defined in the Plan and other limits in accordance with the Code. Elective deferrals can be made in whole percentages of compensation or in specific dollar amounts.

The Company and its participating employers may make matching contributions, at their discretion, equal to a specified percent of each participant’s deferral amounts. In addition, the Company and each participating employer may make an additional discretionary contribution to participants of the Plan as deemed appropriate. Contributions are subject to limitations as provided in the Code and as defined in the Plan.

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN (continued...)

Participant Accounts: Each participant's account is credited with the participant's contributions, the Company's matching contribution, an allocation of the Company's additional discretionary contribution, if any, and Plan earnings. Each participant's account is charged with Plan losses and expenses, if any. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

Investment Options: Upon enrollment in the Plan, a participant may direct contributions to one or more investment options. Participants may change their investment options at any time at their discretion. See the accompany schedule of assets held for a list of investment options currently available.

Vesting: Participants are immediately vested in their salary redirection, voluntary rollovers, and the actual allocated earnings thereon. Vesting in the Company's matching and discretionary contributions plus actual earnings thereon is based on years of service, with full vesting no later than six years of credited service subject to each participating employer's adoption agreement.

Forfeitures: In the event that funds are forfeited, those forfeitures may first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce the Company's and the participating employers' matching contributions.

Benefit Payments: Upon reaching normal retirement age, termination of employment, death or disability, or termination of the Plan, the participant or beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account under several options. A participant may defer paying tax on some taxable payments by electing a rollover distribution.

Withdrawals may also be made in conjunction with IRS hardship distribution regulations.

Participant Loans: Participants may, subject to certain conditions, borrow from their own accounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. Principal and interest are payable through weekly payroll deductions. Interest rates on participant loans approximate prevailing interest rates on bank loans of similar length of time and repayment terms. The loans are secured by the balance in the participant's account.

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract basis.

Fair Value Measurements: The FASB Accounting Standards codification Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable market data by correlation or other means;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means;

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

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

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Fair Value Measurements (continued...): The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010.

Accounting Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Valuation of Investments: The plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Investments in the insurance company general account are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering credit worthiness of the issuer. Investments in the pooled separate accounts are valued indirectly based on observable prices for the underlying assets.

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

Purchases and sales of investments are recorded on the trade date. Income from investment in units of participation is recorded as earned and reinvested in the accounts. Income earned from investments and gains or losses on disposal of investments are recorded using the accrual method. Participant loans are valued at cost.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Payment of benefits: Benefits are recorded when paid.

Administrative Expense: The cost and expense of administering the Plan shall be paid, at the discretion of the Company, either directly by the Company or by the Plan through fees deducted from participant accounts.

Note 3. INVESTMENTS

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 1,482,720	\$ -	\$ -	\$ 1,482,720
Total Investments	<u>\$ 1,482,720</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,482,720</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

- None -

Note 4. 5% REPORTABLE TRANSACTIONS

The investment balances that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 are as follows:

American Funds EuroPacific R6	\$ 189,591
T. Rowe Price New Asia	132,482
T. Rowe Price New Era	100,732
Vanguard Money Market Prime	127,428
Vanguard REIT Index Signal	11,210
Vanguard REIT Index	178,048
Vanguard Short-Term Fed	260,908
Vanguard Total Stock Market Index Signal	420,600

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5. RECONCILIATION TO FORM 5500

Certain differences may exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. As of and for the year ended December 31, 2011, there were no such differences.

Note 6. SUBSEQUENT EVENTS

Subsequent events have been evaluated through July 19, 2012, which is the date the financial statements were available to be issued.

Note 7. TAX STATUS

Although the Plan has not received a determination letter from the Internal Revenue Service, it has adopted a pre-approved Prototype Plan. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

Note 8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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 fully vested in their accounts.

Note 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Note 10. PARTIES-IN-INTEREST TRANSACTIONS

Administrative fees include investment fees, third party administrative fees, and other professional services, and are based on customary charges as shall be agreed to from time to time. Certain of these expenses are absorbed by the Plan sponsor.

Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation directly from the Plan.

Slavic Integrated Administration, the custodian, receives a fee for its administration of the Plan. Slavic Integrated Administration serves as custodian of the Plan's assets and as such, these fees qualify as party-in-interest transactions. Slavic Integrated Administration received \$24,384 and \$23,466 in 2010 for its contract administrative service.

SUPPLEMENTAL INFORMATION

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

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

DECEMBER 31, 2011

20-3024566

PN 333

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
	American Funds	American Capital World Growth & Inc R4	-	\$ 818
	American Funds	American Funds EuroPacific R6	-	189,591
	American Funds	American Funds New Perspective	-	2,631
	American Funds	American Growth Fund Of America CI R4	-	9,775
	Federated Funds	Federated Prime Obligation Fund	-	1,726
	Fidelity Funds	Fidelity Advisor Int'l Discovery A	-	197
	North Track Funds	Highmark NYSE Arca Tech 100 Index A	-	70
	Ssga Funds	SSgA S&P Index 500	-	3,373
	T Rowe Price Funds	T. Rowe Price New Asia	-	132,482
	T Rowe Price Funds	T. Rowe Price New Era	-	100,732
	T Rowe Price Funds	T. Rowe Price Equity-Incom	-	196
	Third Avenue Funds	Third Avenue Value	-	13,190
	Vanguard Funds	Vanguard Inflation Protected Secs	-	13,157
	Vanguard Funds	Vanguard Intermediate-Term Bond Index	-	15
	Vanguard Funds	Vanuard Int-Term Bond Index Signal	-	82
	Vanguard Funds	Vanguard Mid Cap Index	-	7,504
	Vanguard Funds	Vanguard Mid Cap Index Signal	-	140
	Vanguard Funds	Vanguard Mid Cap Growth	-	38
	Vanguard Funds	Vanguard Money Market Prime	-	127,428
	Vanguard Funds	Vanguard REIT Index Signal	-	11,210
	Vanguard Funds	Vanguard REIT Index	-	178,048
	Vanguard Funds	Vanguard Short-Term Bond Index	-	24
	Vanguard Funds	Vanguard Short-Term Fed	-	260,908
	Vanguard Funds	Vanguard Small Cap Growth Index	-	676
	Vanguard Funds	Vanguard Small Cap Index Signal	-	550
	Vanguard Funds	Vanguard Total Bond Index	-	4,305
	Vanguard Funds	Vanguard Total Stock Market Index	-	3,220
	Vanguard Funds	Vanguard Total Stock Market Index Signal	-	420,600
	Vanguard Funds	Vanguard European Stock Index Signal	-	34
	Participant Loans	Various Interest Rates 4.25% - 8.75%	-	37,128
	Total Assets Held			<u>\$ 1,519,848</u>

AOQ MANAGEMENT, CO. 401(k) PROFIT SHARING PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

DECEMBER 31, 2011

20-3024566

PN 333

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of investment	(c) Costs of acquisitions	(d) Proceeds from dispositions
American Funds	American Capital World Growth & Inc R4	\$ 379	\$ 16,355
American Funds	American Funds EuroParcific R6	46,240	46,067
American Funds	American Funds New Perspective	622	217
American Funds	American Growth Fund Of America CI R4	1,003	21,046
Bridgeway Funds	Bridgeway Ultra-Small Company Mkt	-	681
Federated Funds	Federated Prime Obligation Fund	-	183
Fidelity Funds	Fidelity Advisor Diversified Int'l A	220	5,878
Fidelity Funds	Fidelity Advisor Int'l Discovery A	-	517
John Hancock Funds	Hancock Classic Value A	-	133
North Track Funds	Highmark NYSE Arca Tech 100 Index A	-	7
Ssga Funds	SSgA S&P Index 500	226	46
T Rowe Price Funds	T. Rowe Price Equity-Income	189	2
T Rowe Price Funds	T. Rowe Price New Asia	15,060	61,514
T Rowe Price Funds	T. Rowe Price New Era	16,518	58,995
Third Avenue Funds	Third Avenue Value	748	191
Vanguard Funds	Vanguard Inflation Protected Secs	369	133
Vanguard Funds	Vanguard Intermediate-Term Bond Index	77	6,154
Vanguard Funds	Vanguard Mid Cap Index	446	11,637
Vanguard Funds	Vanguard Money Market Prime	31,703	88,464
Vanguard Funds	Vanguard REIT Index	7,299	238,604
Vanguard Funds	Vanguard REIT Index Signal	213,646	30,696
Vanguard Funds	Vanguard Short-Term Bond Index	-	3
Vanguard Funds	Vanguard Short-Term Fed	38,049	117,816
Vanguard Funds	Vanguard Small Cap Growth Index	473	11,761
Vanguard Funds	Vanguard Total Bond Index	1,364	9,226
Vanguard Funds	Vanguard Total Stock Market Index	19,032	536,248
Vanguard Funds	Vanguard Total Stock Market Index Signal	518,335	67,377
Vanguard Funds	Vanguard Int-Term Bond Index Signal	81	-
Vanguard Funds	Vanguard Mid Cap Growth	39	-
Vanguard Funds	Vanguard Mid Cap Index Signal	141	-
Vanguard Funds	Vanguard Small Cap Index Signal	703	201

**Scott
Skibbie, Inc.**
Certified Public Accountant

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SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR).

AOQ MANAGEMENT CO. 401(K) PROFIT SHARING PLAN PLAN # 333

EIN #: 20-3024566

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	American Funds	RERGX - American Funds EuroPacifc R6		189,591
	American Funds	RGAEX - American Growth Fund Of America CI R4		9,775
	American Funds	RNPEX - American Funds New Perspective		2,631
	American Funds	RWIEX - American Captial World Growth & Inc R4		818
	Bridgeway Funds	BRSIX - Bridgeway Ultra-Small Company Mkt		-
	Federated Funds	POIXX - Federated Prime Obligation Fund		1,726
	Fidelity Funds	FAIDX - Fidelity Advisor Int'l Discovery A		-
	Fidelity Funds	FDVAX - Fidelity Advisor Diversified Int'l A		197
	John Hancock Funds	PZFBVX - Hancock Classic Value A		-
	North Track Funds	PPTIX - Highmark NYSE Arca Tech 100 Index A		70
	Ssga Funds	SVSPX - SSgA S&P Index 500		3,373
	T Rowe Price Funds	PRASX - T Rowe Price New Asia		132,482
	T Rowe Price Funds	PRFDX - T Rowe Price Equity-Income		196
	T Rowe Price Funds	PRNEX - T Rowe Price New Era		100,732
	Third Avenue Funds	TAVFX - Third Avenue Value		13,190
	Vanguard Funds	VBILX - Vanguard Intermediate-Term Bond Index		15
	Vanguard Funds	VBISX - Vanguard Short-Term Bond Index		24
	Vanguard Funds	VBMFX - Vanguard Total Bond Index		4,305
	Vanguard Funds	VESSX - Vanguard European Stock Index Signal		34
	Vanguard Funds	VGRSX - Vanguard REIT Index Signal		178,048
	Vanguard Funds	VGSIX - Vanguard REIT Index		11,210
	Vanguard Funds	VIBSX - Vanguard Int-Term Bond Index Signal		82
	Vanguard Funds	VIMSX - Vanguard Mid Cap Index		7,504
	Vanguard Funds	VIPSX - Vanguard Inflation Protected Secs		13,157
	Vanguard Funds	VISGX - Vanguard Small Cap Growth Index		676
	Vanguard Funds	VMGRX - Vanguard Mid Cap Growth		38
	Vanguard Funds	VMISX - Vanguard Mid Cap Index Signal		140
	Vanguard Funds	VMMXX - Vanguard Money Market Prime		127,428
	Vanguard Funds	VSGBX - Vanguard Short-Term Fed		260,908
	Vanguard Funds	VSISX - Vanguard Small Cap Index Signal		550
	Vanguard Funds	VTSMX - Vanguard Total Stock Market Index		3,220
	Vanguard Funds	VTSSX - Vanguard Total Stock Market Index Signal		420,601
	Participant Loans	4.25% to 8.75%		37,128