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 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
UNISOURCE SOLUTIONS, INC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1995

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

UNISOURCE SOLUTIONS, INC

8350 REX ROAD
PICO RIVERA, CA 90660

2b Employer Identification Number (EIN) 95-4117599

2c Sponsor's telephone number 562-949-1111

2d Business code (see instructions) 442110

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.	08/23/2012	ZUZEL BASADRE
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
UNISOURCE SOLUTIONS, INC

8350 REX ROAD
PICO RIVERA, CA 90660

3b Administrator's EIN
95-4117599

3c Administrator's telephone number
562-949-1111

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

5	Total number of participants at the beginning of the plan year	**5**	239
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**	217
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	33
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	250
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	250
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	168
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan 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)	X	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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
UNISOURCE SOLUTIONS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNISOURCE SOLUTIONS, INC

D Employer Identification Number (EIN)
95-4117599

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

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(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 37 38 49 50 64 65 99	N/A	2660	Yes [X] No [ ]	Yes [X] No [ ]	15475	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(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?
19 99	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	238	Yes [ ] No [X]

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

BANK OF AMERICA CORPORATION

94-1687665

(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?
51 52 59 60 63	N/A	746	Yes [X] No [ ]	Yes [ ] No [X]	17094	Yes [ ] No [X]

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)

GPC SECURITIES, INC

58-1517899

(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 64 65	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	631	Yes [ ] No [X]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

(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
HARTFORD RETIREMENT SERVICES, LLC	15	15475
(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.	
BANK OF AMERICA CORPORATION 94-1687665	SEE ATTACHED FEE & DISCLOSURE REPORT	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99	238
(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.	
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE ATTACHED FEE & DISCLOSURE REPORT	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BANK OF AMERICA CORPORATION	51 52 59 60 63	17094
(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.	
BANK OF AMERICA CORPORATION 94-1687665	SEE ATTACHED FEE & DISCLOSURE REPORT	

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
MORNINGSTAR ASSOCIATES, LLC	49	44

(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.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE ATTACHED FEE & DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GPC SECURITIES, INC	15 64 65	631

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE ATTACHED FEE & DISCLOSURE REPORT

(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

(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

(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

(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

(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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
UNISOURCE SOLUTIONS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UNISOURCE SOLUTIONS, INC

D Employer Identification Number (EIN)
95-4117599

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE ASSET FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
22-6459529-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
UNISOURCE SOLUTIONS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNISOURCE SOLUTIONS, INC

D Employer Identification Number (EIN)
95-4117599

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)		
(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)	448924	465165
(9) Value of interest in common/collective trusts	1c(9)	422624	0
(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)	4042876	4972830
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4914424	5437995
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4914424	5437995

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)	75050	
(B) Participants	2a(1)(B)	458182	
(C) Others (including rollovers)	2a(1)(C)	82880	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		616112
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)	22649	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		22649
(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)	103804	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		103804
(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)		4044
(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)		-163297
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		583312
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	56335	
(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)		56335
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)	2660	
(3) Investment advisory and management fees	2i(3)	746	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3406
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		59741
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		523571
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: GREEN, HASSON AND JANKS, LLP (2) EIN: 95-1777440

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☐ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
UNISOURCE SOLUTIONS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNISOURCE SOLUTIONS, INC

D Employer Identification Number (EIN)
95-4117599

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 06-0974148

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2011 AND 2010

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

CONTENTS

Page

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 2

Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011 3

Notes to Financial Statements 4

Supplemental Schedule 11

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 12

Green Hasson Janks

10990 Wilshire Boulevard
16th Floor
Los Angeles, CA 90024

310.873.1600 T
310.873.6600 F
www.greenhassonjanks.com

INDEPENDENT AUDITORS' REPORT

To the Trustee of the
Unisource Solutions, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Unisource Solutions, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011 as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010 that the information provided to the Plan administrator by the custodian is complete and accurate.

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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Green Hasson & Janks LLP

August 6, 2012
Los Angeles, California

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2011	2010
ASSETS:		
Investments at Fair Value:		
Investment Accounts (Participant Directed)	$ 4,972,830	$ 4,475,953
Receivables:		
Notes Receivable from Participants	465,165	448,924
TOTAL ASSETS	5,437,995	4,924,877
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts	-	(10,453)
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,437,995	$ 4,914,424

The Accompanying Notes are an Integral Part of These Financial Statements

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Employer	$ 75,050	
Participants	458,182	
Rollovers	82,880	
TOTAL CONTRIBUTIONS		$ 616,112
Investment Income:		
Dividend Income		103,804
Interest Income on Notes Receivable from Participants		22,649
TOTAL ADDITIONS		742,565
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net Depreciation in Fair Value of Investments (Including Realized and Unrealized Gains and Losses)	(159,253)	
Benefits Paid to Participants	(56,335)	
Administrative Expenses	(3,406)	
TOTAL DEDUCTIONS		(218,994)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		523,571
Net Assets Available for Benefits - Beginning		4,914,424
NET ASSETS AVAILABLE FOR BENEFITS - ENDING		$ 5,437,995

The Accompanying Notes are an Integral Part of These Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Unisource Solutions, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan documents, including the Summary Plan Description, for a more complete description of the Plan's provisions.

(a) GENERAL

The Plan is a defined contribution 401(k) plan which covers all full-time employees of Unisource Solutions, Inc. (the Company), who have attained age 21 and completed at least 90 days of service in any plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan became effective on June 1, 1995 and was amended and restated effective January 1, 2009, to conform with the new tax laws.

(b) CONTRIBUTIONS

A participating employee may elect to defer 100% of annual compensation, as defined in the Plan agreement, up to a maximum of $16,500 in 2011. The Company will match 35% of such deferral up to 4% of employee compensation deferred. A participant must have completed at least one year of service in order to be eligible for the Company's matching contribution.

(c) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution, the Company's contribution and an allocation of Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts are used to reduce employer contributions for the Plan year. During the year ended December 31, 2011, the Company used $15,271 of available forfeitures to reduce employer contributions. Available forfeitures at December 31, 2011 amounted to $180.

(d) VESTING

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the employer contribution account is based on years of continuous service. An active participant is 100% vested after five years of credited service. Upon a participant's death or permanent disability while employed by the Company, or upon retirement at or after normal retirement age, the participant becomes 100% vested.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum loan amount of $1,000 and a maximum loan amount of $50,000. Notes receivable from participants bear interest at the prime rate as determined in the Wall Street Journal on the day of the loan request, plus 1% (3.25% at December 31, 2011). Interest rates on outstanding notes receivable from participants at December 31, 2011 ranged from 4.25% to 9.25%. Notes receivable from participants are secured by their vested interest in the Plan. General loans and real estate loans must be paid back within five years and twenty years, respectively. Principal and interest are paid through payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

(f) PAYMENT OF BENEFITS

Benefits are recorded when paid. There were no benefit claims for participants separated from service that have not yet been paid as of December 31, 2011.

(g) ADMINISTRATIVE EXPENSES

The Company incurs certain expenses in administering the Plan, which are not passed on as expenses of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) MANAGEMENT'S USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan's management to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses during the reporting period. Actual results could differ from those estimates.

(c) RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments, including mutual funds and guaranteed investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the financial statements.

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION (continued)

Investments are valued at fair value as of December 31, 2011 and 2010 based on quoted market prices as reported to the Plan by Reliance Trust Company (RTC).

The Bank of America (Plan corporate trustee) Stable Asset Fund (the Funds) are reported at contract values. Generally, contract values of the Funds are equal to the participant and the Company's contributions less participant withdrawals and administrative expenses plus credited interest. The Funds were fully liquidated as of December 31, 2011.

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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

(f) SUBSEQUENT EVENTS

The Plan has evaluated events and transactions occurring subsequent to the statement of net assets available for benefits date of December 31, 2011, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through August 6, 2012, the date these financial statements were available to be issued. No such material events or transactions were noted to have occurred.

NOTE 3 - INVESTMENTS

The following presents investment accounts at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets:

	2011	2010
American Growth Fund of America	$ 618,421	$ 587,782
BlackRock Retirement Reserves Money Fund	536,181	-
Livestrong 2015 Portfolio	272,860	247,161
Livestrong 2025 Portfolio	543,849	445,556
Livestrong 2035 Portfolio	673,073	663,159
Livestrong 2045 Portfolio	304,472	*
PIMCO Total Return Admin Fund	773,470	722,000
Stable Asset Fund (Contract Value)	-	422,624

* Represents less than 5% of the Plan's net assets.

The following was certified as to being complete and accurate by RTC:

- Investment accounts and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Net depreciation in fair value of investments and dividend income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Upon enrollment in the Plan, a participant may direct contributions to any of the available investment options. Participants may change their investment options at their discretion at any time.

NOTE 4 - FAIR VALUE MEASUREMENT

The Plan has implemented the fair value accounting standard. This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value based on inputs used, and requires additional disclosures about fair value measurements.

In general, fair values determined by Level 1 inputs utilized quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset and include situations where there is little, if any, market activity for the asset.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The following table presents information about the Plan's assets that are measured at fair value on a recurring basis at December 31, 2011 and 2010, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2011:				
Interest-Bearing Cash	$ 536,181	$ 536,181	$ -	$ -
Mutual Funds:				
Asset Allocation Funds	1,794,742	1,794,742	-	-
U.S. Equity Funds	1,411,402	1,411,402	-	-
Fixed Income Funds	773,470	773,470	-	-
International Equity Funds	356,657	356,657	-	-
Other Funds	100,378	100,378	-	-
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,972,830	$ 4,972,830	$ -	$ -
2010:				
Mutual Funds:				
Asset Allocation Funds	$ 1,557,230	$ 1,557,230	$ -	$ -
U.S. Equity Funds	1,399,077	1,399,077	-	-
Fixed Income Funds	722,000	722,000	-	-
International Equity Funds	261,827	261,827	-	-
Other Funds	102,742	102,742	-	-
TOTAL MUTUAL FUNDS	4,042,876	4,042,876	-	-
Guaranteed Investment Contracts	433,077	-	-	433,077
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,475,953	$ 4,042,876	$ -	$ 433,077

The following is a description of the valuation methodologies used for assets measured at fair value.

- **Interest-Bearing Cash:** Valued at carrying amount which approximates its fair value at year end.

- **Mutual Funds:** Valued at the closing price reported on the active market on which the individual securities are traded.

- **Guaranteed Investment Contracts:** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan management 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.

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

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
	Guaranteed Investment Contracts
Balance - January 1, 2011	$ 433,077
Purchases	56,656
Issuances	(492,844)
Investment Income (Net)	3,111
BALANCE - DECEMBER 31, 2011	$ -
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ -

NOTE 5 - TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended and 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.

NOTE 6 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investment instruments are managed by RTC. RTC is a custodian as defined by the Plan; therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

NOTE 7 - 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 the Plan is terminated, the assets will be allocated to each participant in the proportion each account balance bears to the total of all account balances.

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

EIN 95-4117599 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(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	American Capital World Growth Fund		$ 96,890
	American Funds	American Euro-Pacific Growth Fund		167,515
	American Funds	American Growth Fund of America		618,421
	BlackRock Funds	BlackRock Retirement Reserves Money Fund		536,181
	Columbia Funds	Columbia Energy & Natural Resources Fund		39,335
	Columbia Funds	Columbia Large Cap Index Fund		241,214
	Columbia Funds	Columbia Small Cap Index Fund		45,441
	Columbia Funds	Columbia Small Cap Value I Fund		703
	Columbia Funds	Columbia Technology Fund		39,313
	Eaton Vance Funds	Eaton Vance Large Cap Value Fund		260,312
	Fidelity Funds	Fidelity Advisor Leveraged Co Stock Fund		113,019
	Fidelity Funds	Fidelity Advisor Small Cap Fund		62,340
	Invesco Funds	Invesco Real Estate R Fund		21,730
	Janus Orion Funds	Janus Global Select T Fund		92,252
	JP Morgan Funds	JP Morgan Mid Cap Value Institutional Fund		69,952
	American Century Funds	Livestrong 2015 Portfolio		272,860
	American Century Funds	Livestrong 2025 Portfolio		543,849
	American Century Funds	Livestrong 2035 Portfolio		673,073
	American Century Funds	Livestrong 2045 Portfolio		304,472
	American Century Funds	Livestrong Income Portfolio		488
	PIMCO Funds	PIMCO Total Return Admin Fund		773,470
	Participant Loans	Interest Ranging from 4.25% to 9.25%, Secured by Vested Interest in Plan, Maturing on Various Dates Until October 2016		465,165
	TOTAL			$ 5,437,995

* Party-In-Interest
** Participant Directed Investments

See Independent Auditor's Report

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the Hartford product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

This report includes compensation actually paid to or by the Hartford within the indicated plan year as part of your Hartford product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your Hartford customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your Hartford Service Team should you require additional information regarding the compensation paid to or by Hartford with respect to your plan.

****

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

---

[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

UNISOURCE SOLUTIONS, INC. 401K PLAN (060094)
EIN #: 95-4117599

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$3,406.16**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 64, 65, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$2,660.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Retirement Services, LLC are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Recordkeeping Service Fees Payor: Bank of America Corporation EIN: 94-1687665 **$15,474.53**

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Other EIN: 99-9999999

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$746.16**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation **$0.00**

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Bank of America Corporation EIN: 94-1687665

Direct/Indirect Compensation

Bank of America Corporation issue their own fee, expense, and revenue-sharing disclosures directly to Plan Sponsors. Please refer to these disclosures for more detail about indirect and direct fees charged by, or paid to, Bank of America Corporation.

Recipient: GPC Securities, Inc. EIN: 58-1517899

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services Payor: Hartford Retirement Services, LLC EIN: 26-1589907 **$631.49**

GPC Securities, Inc. performed recordkeeping and trading functions through August 22, 2011. These activities were transferred to Hartford Securities Distribution Company, Inc. (“HSD”) on August 23, 2011. HSD is a broker-dealer registered with the Securities and Exchange Commission which executes, clears and settles the Plan’s purchase, exchange and redemption of shares or units in the funds on an agency basis. It is a wholly-owned affiliate of Hartford Retirement Services, LLC. More information is available in the Fund Fee Disclosure Notice for Retirement Plan Fiduciaries which accompanies the HSD Securities Account Agreement.

This is an estimate based on multiplying actual 2011 month end assets by 0.020%/12 for months January through August and then summing the results.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$43.60**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$237.76**
Service Codes: 19, 25, 99

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2011 month end assets by 0.005%/12 and then summing the results.

Direct Revenue Detail

Recipient: *Hartford Retirement Services, LLC*

Fee Description	Dollar Amount
Loan Set-up Fee	$2,500.00
One-Time Distribution Fee	$160.00
Total Direct Revenue:	**$2,660.00**

Recipient: *Other*

Fee Description	Dollar Amount
Holding Account: Collective Trust Fee	$12.27
Collective Trust Fee	$733.89
Total Direct Revenue:	**$746.16**

Grand Total Direct Fees: **$3,406.16**

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2011 AND 2010

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

CONTENTS

Page

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 2

Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011 3

Notes to Financial Statements 4

Supplemental Schedule 11

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 12

Green Hasson Janks

10990 Wilshire Boulevard
16th Floor
Los Angeles, CA 90024

310.873.1600 T
310.873.6600 F
www.greenhassonjanks.com

INDEPENDENT AUDITORS' REPORT

To the Trustee of the
Unisource Solutions, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Unisource Solutions, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011 as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010 that the information provided to the Plan administrator by the custodian is complete and accurate.

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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Green Hasson & Janks LLP

August 6, 2012
Los Angeles, California

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2011	2010
ASSETS:		
Investments at Fair Value:		
Investment Accounts (Participant Directed)	$ 4,972,830	$ 4,475,953
Receivables:		
Notes Receivable from Participants	465,165	448,924
TOTAL ASSETS	5,437,995	4,924,877
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts	-	(10,453)
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,437,995	$ 4,914,424

The Accompanying Notes are an Integral Part of These Financial Statements

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Employer	$ 75,050	
Participants	458,182	
Rollovers	82,880	
TOTAL CONTRIBUTIONS		$ 616,112
Investment Income:		
Dividend Income		103,804
Interest Income on Notes Receivable from Participants		22,649
TOTAL ADDITIONS		742,565
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net Depreciation in Fair Value of Investments (Including Realized and Unrealized Gains and Losses)	(159,253)	
Benefits Paid to Participants	(56,335)	
Administrative Expenses	(3,406)	
TOTAL DEDUCTIONS		(218,994)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		523,571
Net Assets Available for Benefits - Beginning		4,914,424
NET ASSETS AVAILABLE FOR BENEFITS - ENDING		$ 5,437,995

The Accompanying Notes are an Integral Part of These Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Unisource Solutions, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan documents, including the Summary Plan Description, for a more complete description of the Plan's provisions.

(a) GENERAL

The Plan is a defined contribution 401(k) plan which covers all full-time employees of Unisource Solutions, Inc. (the Company), who have attained age 21 and completed at least 90 days of service in any plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan became effective on June 1, 1995 and was amended and restated effective January 1, 2009, to conform with the new tax laws.

(b) CONTRIBUTIONS

A participating employee may elect to defer 100% of annual compensation, as defined in the Plan agreement, up to a maximum of $16,500 in 2011. The Company will match 35% of such deferral up to 4% of employee compensation deferred. A participant must have completed at least one year of service in order to be eligible for the Company's matching contribution.

(c) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution, the Company's contribution and an allocation of Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts are used to reduce employer contributions for the Plan year. During the year ended December 31, 2011, the Company used $15,271 of available forfeitures to reduce employer contributions. Available forfeitures at December 31, 2011 amounted to $180.

(d) VESTING

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the employer contribution account is based on years of continuous service. An active participant is 100% vested after five years of credited service. Upon a participant's death or permanent disability while employed by the Company, or upon retirement at or after normal retirement age, the participant becomes 100% vested.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum loan amount of $1,000 and a maximum loan amount of $50,000. Notes receivable from participants bear interest at the prime rate as determined in the Wall Street Journal on the day of the loan request, plus 1% (3.25% at December 31, 2011). Interest rates on outstanding notes receivable from participants at December 31, 2011 ranged from 4.25% to 9.25%. Notes receivable from participants are secured by their vested interest in the Plan. General loans and real estate loans must be paid back within five years and twenty years, respectively. Principal and interest are paid through payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

(f) PAYMENT OF BENEFITS

Benefits are recorded when paid. There were no benefit claims for participants separated from service that have not yet been paid as of December 31, 2011.

(g) ADMINISTRATIVE EXPENSES

The Company incurs certain expenses in administering the Plan, which are not passed on as expenses of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) MANAGEMENT'S USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan's management to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses during the reporting period. Actual results could differ from those estimates.

(c) RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments, including mutual funds and guaranteed investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the financial statements.

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION (continued)

Investments are valued at fair value as of December 31, 2011 and 2010 based on quoted market prices as reported to the Plan by Reliance Trust Company (RTC).

The Bank of America (Plan corporate trustee) Stable Asset Fund (the Funds) are reported at contract values. Generally, contract values of the Funds are equal to the participant and the Company's contributions less participant withdrawals and administrative expenses plus credited interest. The Funds were fully liquidated as of December 31, 2011.

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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

(f) SUBSEQUENT EVENTS

The Plan has evaluated events and transactions occurring subsequent to the statement of net assets available for benefits date of December 31, 2011, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through August 6, 2012, the date these financial statements were available to be issued. No such material events or transactions were noted to have occurred.

NOTE 3 - INVESTMENTS

The following presents investment accounts at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets:

	2011	2010
American Growth Fund of America	$ 618,421	$ 587,782
BlackRock Retirement Reserves Money Fund	536,181	-
Livestrong 2015 Portfolio	272,860	247,161
Livestrong 2025 Portfolio	543,849	445,556
Livestrong 2035 Portfolio	673,073	663,159
Livestrong 2045 Portfolio	304,472	*
PIMCO Total Return Admin Fund	773,470	722,000
Stable Asset Fund (Contract Value)	-	422,624

* Represents less than 5% of the Plan's net assets.

The following was certified as to being complete and accurate by RTC:

- Investment accounts and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Net depreciation in fair value of investments and dividend income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Upon enrollment in the Plan, a participant may direct contributions to any of the available investment options. Participants may change their investment options at their discretion at any time.

NOTE 4 - FAIR VALUE MEASUREMENT

The Plan has implemented the fair value accounting standard. This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value based on inputs used, and requires additional disclosures about fair value measurements.

In general, fair values determined by Level 1 inputs utilized quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset and include situations where there is little, if any, market activity for the asset.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The following table presents information about the Plan's assets that are measured at fair value on a recurring basis at December 31, 2011 and 2010, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2011:				
Interest-Bearing Cash	$ 536,181	$ 536,181	$ -	$ -
Mutual Funds:				
Asset Allocation Funds	1,794,742	1,794,742	-	-
U.S. Equity Funds	1,411,402	1,411,402	-	-
Fixed Income Funds	773,470	773,470	-	-
International Equity Funds	356,657	356,657	-	-
Other Funds	100,378	100,378	-	-
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,972,830	$ 4,972,830	$ -	$ -
2010:				
Mutual Funds:				
Asset Allocation Funds	$ 1,557,230	$ 1,557,230	$ -	$ -
U.S. Equity Funds	1,399,077	1,399,077	-	-
Fixed Income Funds	722,000	722,000	-	-
International Equity Funds	261,827	261,827	-	-
Other Funds	102,742	102,742	-	-
TOTAL MUTUAL FUNDS	4,042,876	4,042,876	-	-
Guaranteed Investment Contracts	433,077	-	-	433,077
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,475,953	$ 4,042,876	$ -	$ 433,077

The following is a description of the valuation methodologies used for assets measured at fair value.

- **Interest-Bearing Cash:** Valued at carrying amount which approximates its fair value at year end.

- **Mutual Funds:** Valued at the closing price reported on the active market on which the individual securities are traded.

- **Guaranteed Investment Contracts:** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan management 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.

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

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
	Guaranteed Investment Contracts
Balance - January 1, 2011	$ 433,077
Purchases	56,656
Issuances	(492,844)
Investment Income (Net)	3,111
BALANCE - DECEMBER 31, 2011	$ -
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ -

NOTE 5 - TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended and 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.

NOTE 6 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investment instruments are managed by RTC. RTC is a custodian as defined by the Plan; therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

NOTE 7 - 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 the Plan is terminated, the assets will be allocated to each participant in the proportion each account balance bears to the total of all account balances.

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

EIN 95-4117599 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(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	American Capital World Growth Fund		$ 96,890
	American Funds	American Euro-Pacific Growth Fund		167,515
	American Funds	American Growth Fund of America		618,421
	BlackRock Funds	BlackRock Retirement Reserves Money Fund		536,181
	Columbia Funds	Columbia Energy & Natural Resources Fund		39,335
	Columbia Funds	Columbia Large Cap Index Fund		241,214
	Columbia Funds	Columbia Small Cap Index Fund		45,441
	Columbia Funds	Columbia Small Cap Value I Fund		703
	Columbia Funds	Columbia Technology Fund		39,313
	Eaton Vance Funds	Eaton Vance Large Cap Value Fund		260,312
	Fidelity Funds	Fidelity Advisor Leveraged Co Stock Fund		113,019
	Fidelity Funds	Fidelity Advisor Small Cap Fund		62,340
	Invesco Funds	Invesco Real Estate R Fund		21,730
	Janus Orion Funds	Janus Global Select T Fund		92,252
	JP Morgan Funds	JP Morgan Mid Cap Value Institutional Fund		69,952
	American Century Funds	Livestrong 2015 Portfolio		272,860
	American Century Funds	Livestrong 2025 Portfolio		543,849
	American Century Funds	Livestrong 2035 Portfolio		673,073
	American Century Funds	Livestrong 2045 Portfolio		304,472
	American Century Funds	Livestrong Income Portfolio		488
	PIMCO Funds	PIMCO Total Return Admin Fund		773,470
	Participant Loans	Interest Ranging from 4.25% to 9.25%, Secured by Vested Interest in Plan, Maturing on Various Dates Until October 2016		465,165
	TOTAL			$ 5,437,995

* Party-In-Interest
** Participant Directed Investments

See Independent Auditor's Report

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2011 AND 2010

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

CONTENTS

Page

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 2

Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011 3

Notes to Financial Statements 4

Supplemental Schedule 11

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 12

Green Hasson Janks

10990 Wilshire Boulevard
16th Floor
Los Angeles, CA 90024

310.873.1600 T
310.873.6600 F
www.greenhassonjanks.com

INDEPENDENT AUDITORS' REPORT

To the Trustee of the
Unisource Solutions, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Unisource Solutions, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011 as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010 that the information provided to the Plan administrator by the custodian is complete and accurate.

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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Green Hasson & Janks LLP

August 6, 2012
Los Angeles, California

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2011	2010
ASSETS:		
Investments at Fair Value:		
Investment Accounts (Participant Directed)	$ 4,972,830	$ 4,475,953
Receivables:		
Notes Receivable from Participants	465,165	448,924
TOTAL ASSETS	5,437,995	4,924,877
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts	-	(10,453)
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,437,995	$ 4,914,424

The Accompanying Notes are an Integral Part of These Financial Statements

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Employer	$ 75,050	
Participants	458,182	
Rollovers	82,880	
TOTAL CONTRIBUTIONS		$ 616,112
Investment Income:		
Dividend Income		103,804
Interest Income on Notes Receivable from Participants		22,649
TOTAL ADDITIONS		742,565
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net Depreciation in Fair Value of Investments (Including Realized and Unrealized Gains and Losses)	(159,253)	
Benefits Paid to Participants	(56,335)	
Administrative Expenses	(3,406)	
TOTAL DEDUCTIONS		(218,994)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		523,571
Net Assets Available for Benefits - Beginning		4,914,424
NET ASSETS AVAILABLE FOR BENEFITS - ENDING		$ 5,437,995

The Accompanying Notes are an Integral Part of These Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Unisource Solutions, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan documents, including the Summary Plan Description, for a more complete description of the Plan's provisions.

(a) GENERAL

The Plan is a defined contribution 401(k) plan which covers all full-time employees of Unisource Solutions, Inc. (the Company), who have attained age 21 and completed at least 90 days of service in any plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan became effective on June 1, 1995 and was amended and restated effective January 1, 2009, to conform with the new tax laws.

(b) CONTRIBUTIONS

A participating employee may elect to defer 100% of annual compensation, as defined in the Plan agreement, up to a maximum of $16,500 in 2011. The Company will match 35% of such deferral up to 4% of employee compensation deferred. A participant must have completed at least one year of service in order to be eligible for the Company's matching contribution.

(c) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution, the Company's contribution and an allocation of Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts are used to reduce employer contributions for the Plan year. During the year ended December 31, 2011, the Company used $15,271 of available forfeitures to reduce employer contributions. Available forfeitures at December 31, 2011 amounted to $180.

(d) VESTING

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the employer contribution account is based on years of continuous service. An active participant is 100% vested after five years of credited service. Upon a participant's death or permanent disability while employed by the Company, or upon retirement at or after normal retirement age, the participant becomes 100% vested.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum loan amount of $1,000 and a maximum loan amount of $50,000. Notes receivable from participants bear interest at the prime rate as determined in the Wall Street Journal on the day of the loan request, plus 1% (3.25% at December 31, 2011). Interest rates on outstanding notes receivable from participants at December 31, 2011 ranged from 4.25% to 9.25%. Notes receivable from participants are secured by their vested interest in the Plan. General loans and real estate loans must be paid back within five years and twenty years, respectively. Principal and interest are paid through payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

(f) PAYMENT OF BENEFITS

Benefits are recorded when paid. There were no benefit claims for participants separated from service that have not yet been paid as of December 31, 2011.

(g) ADMINISTRATIVE EXPENSES

The Company incurs certain expenses in administering the Plan, which are not passed on as expenses of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) MANAGEMENT'S USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan's management to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses during the reporting period. Actual results could differ from those estimates.

(c) RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments, including mutual funds and guaranteed investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the financial statements.

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) VALUATION OF INVESTMENTS AND INCOME RECOGNITION (continued)

Investments are valued at fair value as of December 31, 2011 and 2010 based on quoted market prices as reported to the Plan by Reliance Trust Company (RTC).

The Bank of America (Plan corporate trustee) Stable Asset Fund (the Funds) are reported at contract values. Generally, contract values of the Funds are equal to the participant and the Company's contributions less participant withdrawals and administrative expenses plus credited interest. The Funds were fully liquidated as of December 31, 2011.

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 statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

(f) SUBSEQUENT EVENTS

The Plan has evaluated events and transactions occurring subsequent to the statement of net assets available for benefits date of December 31, 2011, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through August 6, 2012, the date these financial statements were available to be issued. No such material events or transactions were noted to have occurred.

NOTE 3 - INVESTMENTS

The following presents investment accounts at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets:

	2011	2010
American Growth Fund of America	$ 618,421	$ 587,782
BlackRock Retirement Reserves Money Fund	536,181	-
Livestrong 2015 Portfolio	272,860	247,161
Livestrong 2025 Portfolio	543,849	445,556
Livestrong 2035 Portfolio	673,073	663,159
Livestrong 2045 Portfolio	304,472	*
PIMCO Total Return Admin Fund	773,470	722,000
Stable Asset Fund (Contract Value)	-	422,624

* Represents less than 5% of the Plan's net assets.

The following was certified as to being complete and accurate by RTC:

- Investment accounts and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Net depreciation in fair value of investments and dividend income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Upon enrollment in the Plan, a participant may direct contributions to any of the available investment options. Participants may change their investment options at their discretion at any time.

NOTE 4 - FAIR VALUE MEASUREMENT

The Plan has implemented the fair value accounting standard. This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value based on inputs used, and requires additional disclosures about fair value measurements.

In general, fair values determined by Level 1 inputs utilized quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset and include situations where there is little, if any, market activity for the asset.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The following table presents information about the Plan's assets that are measured at fair value on a recurring basis at December 31, 2011 and 2010, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2011:				
Interest-Bearing Cash	$ 536,181	$ 536,181	$ -	$ -
Mutual Funds:				
Asset Allocation Funds	1,794,742	1,794,742	-	-
U.S. Equity Funds	1,411,402	1,411,402	-	-
Fixed Income Funds	773,470	773,470	-	-
International Equity Funds	356,657	356,657	-	-
Other Funds	100,378	100,378	-	-
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,972,830	$ 4,972,830	$ -	$ -
2010:				
Mutual Funds:				
Asset Allocation Funds	$ 1,557,230	$ 1,557,230	$ -	$ -
U.S. Equity Funds	1,399,077	1,399,077	-	-
Fixed Income Funds	722,000	722,000	-	-
International Equity Funds	261,827	261,827	-	-
Other Funds	102,742	102,742	-	-
TOTAL MUTUAL FUNDS	4,042,876	4,042,876	-	-
Guaranteed Investment Contracts	433,077	-	-	433,077
TOTAL INVESTMENTS AT FAIR VALUE	$ 4,475,953	$ 4,042,876	$ -	$ 433,077

The following is a description of the valuation methodologies used for assets measured at fair value.

- **Interest-Bearing Cash:** Valued at carrying amount which approximates its fair value at year end.

- **Mutual Funds:** Valued at the closing price reported on the active market on which the individual securities are traded.

- **Guaranteed Investment Contracts:** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan management 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.

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

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
	Guaranteed Investment Contracts
Balance - January 1, 2011	$ 433,077
Purchases	56,656
Issuances	(492,844)
Investment Income (Net)	3,111
BALANCE - DECEMBER 31, 2011	$ -
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ -

NOTE 5 - TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended and 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.

NOTE 6 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investment instruments are managed by RTC. RTC is a custodian as defined by the Plan; therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

NOTE 7 - 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 the Plan is terminated, the assets will be allocated to each participant in the proportion each account balance bears to the total of all account balances.

UNISOURCE SOLUTIONS, INC.
401(K) PLAN

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

UNISOURCE SOLUTIONS, INC. 401(K) PLAN

EIN 95-4117599 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(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	American Capital World Growth Fund		$ 96,890
	American Funds	American Euro-Pacific Growth Fund		167,515
	American Funds	American Growth Fund of America		618,421
	BlackRock Funds	BlackRock Retirement Reserves Money Fund		536,181
	Columbia Funds	Columbia Energy & Natural Resources Fund		39,335
	Columbia Funds	Columbia Large Cap Index Fund		241,214
	Columbia Funds	Columbia Small Cap Index Fund		45,441
	Columbia Funds	Columbia Small Cap Value I Fund		703
	Columbia Funds	Columbia Technology Fund		39,313
	Eaton Vance Funds	Eaton Vance Large Cap Value Fund		260,312
	Fidelity Funds	Fidelity Advisor Leveraged Co Stock Fund		113,019
	Fidelity Funds	Fidelity Advisor Small Cap Fund		62,340
	Invesco Funds	Invesco Real Estate R Fund		21,730
	Janus Orion Funds	Janus Global Select T Fund		92,252
	JP Morgan Funds	JP Morgan Mid Cap Value Institutional Fund		69,952
	American Century Funds	Livestrong 2015 Portfolio		272,860
	American Century Funds	Livestrong 2025 Portfolio		543,849
	American Century Funds	Livestrong 2035 Portfolio		673,073
	American Century Funds	Livestrong 2045 Portfolio		304,472
	American Century Funds	Livestrong Income Portfolio		488
	PIMCO Funds	PIMCO Total Return Admin Fund		773,470
	Participant Loans	Interest Ranging from 4.25% to 9.25%, Secured by Vested Interest in Plan, Maturing on Various Dates Until October 2016		465,165
	TOTAL			$ 5,437,995

* Party-In-Interest
** Participant Directed Investments

See Independent Auditor's Report