

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <b>► Complete all entries in accordance with the instructions to the Form 5500.</b>	OMB Nos. 1210-0110 1210-0089
		<b>2011</b>
		<b>This Form is Open to Public Inspection</b>

<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information						
<b>1a</b> Name of plan BUNGIE, INC. 401(K) PLAN	<table border="1"> <tr> <td><b>1b</b> Three-digit plan number (PN) ►</td> <td>001</td> </tr> <tr> <td><b>1c</b> Effective date of plan</td> <td>10/01/2007</td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ►	001	<b>1c</b> Effective date of plan	10/01/2007		
<b>1b</b> Three-digit plan number (PN) ►	001						
<b>1c</b> Effective date of plan	10/01/2007						
<b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)  BUNGIE, INC.  550 106TH AVENUE NE SUITE 207 BELLEVUE, WA 98004	<table border="1"> <tr> <td><b>2b</b> Employer Identification Number (EIN)</td> <td>27-4411168</td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number</td> <td>425-440-6852</td> </tr> <tr> <td><b>2d</b> Business code (see instructions)</td> <td>541519</td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN)	27-4411168	<b>2c</b> Sponsor's telephone number	425-440-6852	<b>2d</b> Business code (see instructions)	541519
<b>2b</b> Employer Identification Number (EIN)	27-4411168						
<b>2c</b> Sponsor's telephone number	425-440-6852						
<b>2d</b> Business code (see instructions)	541519						

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	08/28/2012	BRENT ABRAHAMSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)  
v.012611

<b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same") BUNGIE, INC.  550 106TH AVENUE NE SUITE 207 BELLEVUE, WA 98004	<b>3b</b> Administrator's EIN 27-4411168  <b>3c</b> Administrator's telephone number 425-440-6852
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<b>4</b> 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:  <b>a</b> Sponsor's name BUNGIE, INC.	<b>4b</b> EIN 20-8039915  <b>4c</b> PN 001	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	201
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	252
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	0
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	20
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	272
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	272
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	250
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 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:

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
<b>(1)</b> <input type="checkbox"/> Insurance	<b>(1)</b> <input type="checkbox"/> Insurance
<b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts	<b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts
<b>(3)</b> <input checked="" type="checkbox"/> Trust	<b>(3)</b> <input checked="" type="checkbox"/> Trust
<b>(4)</b> <input type="checkbox"/> General assets of the sponsor	<b>(4)</b> <input type="checkbox"/> 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)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

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

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

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

<b>A</b> Name of plan <b>BUNGIE, INC. 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>BUNGIE, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>27-4411168</b>	

**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

**FID.INV.INST.OPS.CO.**

**04-2647786**

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	10899	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT DIV BND INST - AMERICAN CEN  44-0619208	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT LS INC INST - AMERICAN CENT  44-0619208	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT LS 2015 INST - AMERICAN CEN  44-0619208	0.15%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT LS 2020 INV - AMERICAN CENT  44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT LS 2025 INST - AMERICAN CEN  44-0619208	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT LS 2030 INV - AMERICAN CENT  44-0619208	0.35%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
AM CENT LS 2035 INST - AMERICAN CEN  44-0619208	0.15%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
AM CENT LS 2040 INV - AMERICAN CENT  44-0619208	0.35%	
<b>(a) Enter service provider name as it appears on line 2</b>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<b>(d) Enter name and EIN (address) of source of indirect compensation</b>		
AM CENT LS 2045 INST - AMERICAN CEN  44-0619208	0.15%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AM CENT LS 2050 INST - AMERICAN CEN</p> <p>44-0619208</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CALVERT EQUITY A - BOSTON FINANCIAL</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>FKLN FLEX CAP GRTH A - FRANKLIN TEM</p> <p>94-3167260</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FKLN GOLD&PRC MTL A - FRANKLIN TEMP  94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FKLN STRAT INC A - FRANKLIN TEMPLET  94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR INTL INST - PRINCIPAL SHAREH      P.O. BOX 804660 CHICAGO, IL 60680-4108	0.10%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVK SMALL CAP VAL Y - INVESCO CANAD P.O. BOX 4739 HOUSTON, TX 77210-4739	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM INTL EQ INDEX A - BOSTON FINANC  04-2526037	0.30%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE I - US BANCORP F  39-0281260	0.25%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPHMR DEV MKTS Y - OPPENHEIMERFUND</p> <p>P.O. BOX 5270 COLORADO, CO 80217</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.20%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p>0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>VE GLB HARD ASSETS A - DST SYSTEMS,  43-1581814</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.50%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p>0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>YACKTMAN FOCUSED FD - US BANCORP FU  39-0281260</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p> </div> </div>		

**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)

<b>a</b> Name: GRANT THORNTON LLP	<b>b</b> EIN: 36-6055558
<b>c</b> Position: ACCOUNTANT	
<b>d</b> Address: 520 PIKE STREET STE 2800 SEATTLE, WA 98101	<b>e</b> Telephone: 206-623-1121

Explanation: CHANGE IN PLAN AUDITOR IN CONNECTION WITH CHANGE IN AUDITOR FOR PLAN SPONSOR TO SAME AUDIT FIRM.

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <div style="font-size: 24pt; font-weight: bold;">2011</div>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2011 or fiscal plan year beginning <span style="color: blue;">01/01/2011</span> and ending <span style="color: blue;">12/31/2011</span>		
<b>A</b> Name of plan <span style="color: blue;">BUNGIE, INC. 401(K) PLAN</span>	<b>B</b> Three-digit plan number (PN) ►	<span style="color: blue;">001</span>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <span style="color: blue;">BUNGIE, INC.</span>	<b>D</b> Employer Identification Number (EIN)  <span style="color: blue;">27-4411168</span>	

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

Assets		(a) Beginning of Year	(b) End of Year
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	0	27591
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	1987165	2498707
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	67392	48562
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	6273360	8226589
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	8327917	10801449

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	8327917	10801449
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**Part II Income and Expense Statement**

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

**Income****a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	1156321	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	1630834	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	227110	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		3014265

**b Earnings on investments:****(1) Interest:**

<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	224	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	4097	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		4321

(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	236442	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		236442

(3) Rents .....	<b>2b(3)</b>		
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(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		

		(a) Amount	(b) Total
<b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	<b>2b(5)(A)</b>		
(B) Other .....	<b>2b(5)(B)</b>		
(C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		-597984
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		2657044

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	172290	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		172290
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>		
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>	11222	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		11222
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		183512

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		2473532
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: CLARK NUBER P.S.

(2) EIN: 91-1194016

**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
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
<b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
<b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....		X	
<b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		1000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

**5b(1)** Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2011</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

<b>A</b> Name of plan <u>BUNGIE, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>BUNGIE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>27-4411168</u>

<b>Part I</b>	<b>Distributions</b>
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All references to distributions relate only to payments of benefits during the plan year.

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

<b>Part II</b>	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>If the plan is a defined benefit plan, go to line 8.</b>			
<b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____ <b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b>			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>		
<b>c</b> 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).....	<b>6c</b>		
<b>If you completed line 6c, skip lines 8 and 9.</b>			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_

***BUNGIE, INC. 401(k) PLAN***

Financial Statements

For the Year Ended December 31, 2011

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*Independent Auditors' Report**To the Plan Administrator  
Bungie, Inc. 401(k) Plan  
Bellevue, Washington*

Certified Public

Accountants  
and Consultants

We were engaged to audit the accompanying statement of net assets available for plan benefits of the Bungie, Inc. 401(k) Plan (the Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits and supplementary information as of and for the year then ended. These financial statements and supplementary information are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2010 were audited by other auditors. 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 (ERISA), the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report dated September 19, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements and supplemental schedule taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee were presented in compliance with Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee 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 supplementary information taken as a whole. The supplementary information is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

*Clark Nuber PS*Certified Public Accountants  
August 15, 2012

***BUNGIE, INC. 401(k) PLAN***

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

---

	<u>2011</u>	<u>2010</u>
<b>Assets:</b>		
Investments, at fair value-		
Money market fund	\$ 2,498,707	\$ 1,987,165
Mutual funds	<u>8,226,589</u>	<u>6,273,360</u>
Total investments, at fair value	10,725,296	8,260,525
Receivables-		
Notes receivable from participants	48,562	67,392
Employer contributions	<u>38,490</u>	
Total receivables	<u>87,052</u>	<u>67,392</u>
<b>Net Assets Available for Benefits</b>	<b><u>\$ 10,812,348</u></b>	<b><u>\$ 8,327,917</u></b>

*See accompanying notes.*

**BUNGIE, INC. 401(k) PLAN**

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

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**Contributions and Investment Loss:**

Contributions-	
Employer	\$ 1,156,321
Participant	1,630,834
Employee rollovers	<u>227,110</u>
Total contributions	3,014,265
Investment (loss) income-	
Net depreciation in fair value of investments	(597,984)
Interest and dividends	<u>240,763</u>
Net investment loss	<u>(357,221)</u>
<b>Net Contributions and Investment Loss</b>	<b>2,657,044</b>
<b>Deductions from Net Assets:</b>	
Benefits paid to participants	172,290
Administrative expenses	<u>323</u>
<b>Total Deductions from Net Assets</b>	<b><u>172,613</u></b>
<b>Net Increase in Net Assets Available for Benefits</b>	<b>2,484,431</b>
<b>Net Assets Available for Benefits:</b>	
Beginning of year	<u>8,327,917</u>
<b>End of Year</b>	<b><u><u>\$ 10,812,348</u></u></b>

*See accompanying notes.*

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 1 - Description of the Plan***

The following description of the Bungie, Inc. 401(k) Plan (the Plan) provides general information only. Participants should refer to the plan document for complete information regarding the Plan's definitions, benefits, eligibility, and other matters.

**General** - The Plan is a defined contribution plan that was established for the benefit of employees of Bungie, Inc. (the Company). All employees are eligible to participate in the Plan on the date of hire excluding leased, self-employed, interns and temporary employees that have not completed 1,000 hours of service and reached age 21. In addition, the Plan excludes all residents of Puerto Rico and independent contractors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Contributions** - Participants may contribute to the Plan through voluntary deferrals of earned compensation. Eligible employees may contribute from 1% to 50% of their compensation to the Plan, not to exceed annual limitations prescribed by the Internal Revenue Service (IRS). A participant who is age 50 or older on or before the last day of the plan year is eligible to make catch-up contributions. Participants may also make rollover contributions to their accounts from other qualified plans.

The Company can elect to make a discretionary matching contribution. During the year ended December 31, 2011 the Company made a matching contribution equal to 100% of each contributing participant's elective deferral, not to exceed 6% of eligible compensation calculated on a plan year basis.

**Participant Accounts** - Participant contributions to the Plan are voluntary. Participants are allowed to direct the investment of all contributions into various investment options that offer a diversity of investment risk and return. Each participant's account is credited with any contributions made to their account and allocations of (i) Plan net earnings or losses and (ii) applicable fees related to their account. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting** - Participants are immediately vested in their salary deferral contributions and discretionary matching contributions made on their behalf plus actual earnings thereon.

**Distributions** - Upon termination of service, death, disability, attainment of age 59½, or retirement, a participant may elect to receive a distribution of their vested account balance. The distribution may be in the form of a lump-sum payment. The Plan provides for hardship withdrawals in accordance with provisions specified in the plan document.

**Notes Receivable from Participants** - The Plan allows participants to borrow from their accounts using their vested balance as collateral for the loans. The maximum amount that a participant may borrow is equal to the lesser of 50% of their entire vested account balance or \$50,000 with a minimum loan of \$1,000. Loan terms range from one to five years unless the loan is used to acquire a principal residence. The interest rate is determined by the plan administrator based on prevailing market conditions. Principal and interest are paid ratably through payroll deductions.

**Administrative Expenses** - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance. Transaction based fees for loans are charged directly to participant accounts. The majority of other administrative expenses related to the Plan are paid by the Company.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 1 - Continued***

**Subsequent Events** - The Plan's management has evaluated subsequent events through August 15, 2012, the date on which the Plan's financial statements were available to be issued.

#### ***Note 2 - Summary of Significant Accounting Policies***

**Basis of Accounting** - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

**Use of Estimates** - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payment of Benefits** - Benefits paid to participants are recognized when they are paid. No amounts had been allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid as of December 31, 2011 and 2010.

**Investment Valuation and Income Recognition** - The Plan's 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 3 for discussion of fair value measurements.

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

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements.

**Risks and Uncertainties** - The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

**Transfer of Plan Assets** - During the plan year ended December 31, 2011, the Company elected to operate the Plan under a new platform from the year ended December 31, 2010. Effective February 1, 2011, the entire balance of former plan assets were rolled over into the new plan platform held with the same asset custodian and record-keeper. The new plan platform, which is the platform the Plan is currently operating under, provides for improved investment options to plan participants. All significant aspects of plan provisions remained consistent between the two platforms.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 3 - Fair Value Measurements***

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Money Market Fund - Valued at cost plus accrued interest, which approximates fair value.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year-end.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's 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.

**BUNGIE, INC. 401(k) PLAN**

**Notes to Financial Statements**  
**For the Year Ended December 31, 2011**

**Note 3 - Continued**

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

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,498,707	\$ -	\$ -	\$ 2,498,707
Mutual funds-				
Large cap	2,104,447			2,104,447
Blended	2,042,046			2,042,046
International	1,318,681			1,318,681
Mid cap	900,272			900,272
Bond	895,154			895,154
Small cap	606,901			606,901
Specialty	359,088			359,088
Total mutual funds	8,226,589			8,226,589
	<b>\$ 10,725,296</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10,725,296</b>

<i>Fair Value Measurements as of December 31, 2010</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 1,987,165	\$ -	\$ -	\$ 1,987,165
Mutual funds-				
Large cap	1,614,278			1,614,278
Blended	1,259,663			1,259,663
International	1,319,183			1,319,183
Mid-cap	789,174			789,174
Bond	517,734			517,734
Small cap	482,103			482,103
Specialty	291,225			291,225
Total mutual funds	6,273,360			6,273,360
	<b>\$ 8,260,525</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,260,525</b>

## **BUNGIE, INC. 401(k) PLAN**

### **Notes to Financial Statements For the Year Ended December 31, 2011**

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#### **Note 4 - Investments**

Participants are allowed to direct their account balance into a variety of investment options including a money market fund and mutual funds. Participants may change their investment elections and make transfers between investment options daily.

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2011</u>	<u>2010</u>
Mutual funds-		
Fidelity US Treasury Money Market	\$ 2,498,707	*
Fidelity Treasury Fund	*	\$ 1,987,165
Mutual funds-		
Vanguard Mid Cap Index Inv	900,272	*
Franklin Flex Cap Growth A	855,941	*
Franklin Strategic Income A	682,519	*
T. Rowe Price Institutional Large Cap Value	670,192	*
Harbor International Institutional	634,890	*
American Century LIVESTRONG 2040 Inv	557,457	*
American Century Heritage Fund	*	704,291
BlackRock International Opportunities Fund	*	635,076
Fidelity Advisors Equity Income Fund	*	509,007
Oppenheimer International Growth Fund	*	496,157
Fidelity Advisors Selector All Cap Fund Class A	*	454,298
Fidelity Advisors Small Cap Fund	*	444,680

\* Does not represent 5% of the Plan's net assets for the respective plan year.

#### **Note 5 - Information Certified by the Trustee**

The plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan Sponsor has obtained certification from Fidelity Management Trust Company (Fidelity), that the following information provided by Fidelity and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of December 31, 2011 and 2010;
- Investment income earned and losses incurred for the year ended December 31, 2011; and
- Investment transactions for the year ended December 31, 2011.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 6 - Party-In-Interest***

The Plan invests in a money market fund managed by an affiliate of Fidelity. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments qualify as party-in-interest transactions, which are exempt from the rules governing prohibited transactions under ERISA.

#### ***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.

#### ***Note 8 - Federal Income Taxes***

The Plan uses a volume submitter plan document sponsored by Fidelity. Fidelity received an opinion letter dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

#### ***Note 9 - Reconciliation of Financial Statements to Form 5500***

During the plan year ended December 31, 2011, Fidelity incorrectly offset administrative expenses against participant accounts. As such, the Company is making a contribution to the Plan subsequent to year-end in order to correct this error which is presented as an increase in year-end employer contributions and a reduction to Plan expenses.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011:

Net assets available for benefits as reported in the financial statements	\$ 10,812,348
Less employer receivable for plan expenses at December 31, 2011	<u>(10,899)</u>
<b>Net Assets Available for Benefits per the Form 5500</b>	<b><u>\$ 10,801,449</u></b>

The following reconciliation of the net increase in net assets per the financial statements to the Form 5500 for the year-ended December 31, 2011:

Net increase in net assets reported in the financial statements	\$ 2,484,431
Less employer receivable for plan expenses for the year ended December 31, 2011	<u>(10,899)</u>
<b>Net Income per the Form 5500</b>	<b><u>\$ 2,473,532</u></b>

***SUPPLEMENTARY INFORMATION***

**BUNGIE, INC. 401(k) PLAN**

**Attachment to Form 5500, Schedule H, Line 4(i)**

**Assets Held at December 31, 2011**

**Employer:** Bungie, Inc.

**EIN:** 27-4411168

**Plan No.:** 001

(a)	(b) Identity of Issuer, 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
*	Fidelity	Fidelity US Treasury Money Market	**	\$ 2,498,707
	Vanguard	Vanguard Mid Cap Index Inv	**	900,272
	Franklin	Franklin Flex Cap Growth A	**	855,941
	Franklin	Franklin Strategic Income A	**	682,519
	T. Rowe Price	T. Rowe Price Institutional Large Cap Value	**	670,192
	Harbor	Harbor International Institutional	**	634,890
	American Century	American Century LIVESTRONG 2040 Inv	**	557,457
	Vanguard	Vanguard Small Cap Index Inv	**	514,769
	Vanguard	Vanguard International Explorer Inv	**	451,861
	American Century	American Century LIVESTRONG 2050 Inv	**	401,591
	American Century	American Century LIVESTRONG 2035 Inv	**	311,210
	Vanguard	Vanguard 500 Index Investor	**	302,933
	Calvert	Calvert Equity A	**	275,200
	American Century	American Century Diversified Bond Instl.	**	212,635
	American Century	American Century LIVESTRONG 2030 Inv	**	195,330
	Oppenheimer	Oppenheimer Diversified Markets Y	**	185,429
	American Century	American Century LIVESTRONG 2045 Inv	**	184,464
	American Century	American Century LIVESTRONG 2025 Inv	**	179,802
	Franklin	Franklin Gold and Precious Metals A	**	174,664
	Van Eck	Van Eck Global Hard Assets A	**	112,699
	American Century	American Century LIVESTRONG 2020 Inv	**	93,790
	Invesco	Invesco Van Kempen SmallCapValue Y	**	92,132
	Nuveen	Nuveen Real Estate Secs	**	71,725
	JP Morgan	JPMorgan International Equity Index A	**	46,501
	American Century	American Century LIVESTRONG 2015 Inv	**	45,759
	American Century	American Century LIVESTRONG Inc Instl	**	36,882
	Vanguard	Vanguard Wellington	**	35,761
	Yacktman	Yacktman Focused	**	181
*	Participant loans	Interest rates from 4.25% - 7.75%, maturing through April 2020	- 0 -	48,562
				<b><u>\$ 10,773,858</u></b>

\* Party-in-interest as defined by section 3(14) of ERISA.

\*\* Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

***BUNGIE, INC. 401(k) PLAN***

Financial Statements

For the Year Ended December 31, 2011

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*Independent Auditors' Report**To the Plan Administrator  
Bungie, Inc. 401(k) Plan  
Bellevue, Washington*

Certified Public

Accountants  
and Consultants

We were engaged to audit the accompanying statement of net assets available for plan benefits of the Bungie, Inc. 401(k) Plan (the Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits and supplementary information as of and for the year then ended. These financial statements and supplementary information are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2010 were audited by other auditors. 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 (ERISA), the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report dated September 19, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements and supplemental schedule taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee were presented in compliance with Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee 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 supplementary information taken as a whole. The supplementary information is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

*Clark Nuber PS*Certified Public Accountants  
August 15, 2012

***BUNGIE, INC. 401(k) PLAN***

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

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	<u>2011</u>	<u>2010</u>
<b>Assets:</b>		
Investments, at fair value-		
Money market fund	\$ 2,498,707	\$ 1,987,165
Mutual funds	<u>8,226,589</u>	<u>6,273,360</u>
Total investments, at fair value	10,725,296	8,260,525
Receivables-		
Notes receivable from participants	48,562	67,392
Employer contributions	<u>38,490</u>	
Total receivables	<u>87,052</u>	<u>67,392</u>
<b>Net Assets Available for Benefits</b>	<b><u>\$ 10,812,348</u></b>	<b><u>\$ 8,327,917</u></b>

*See accompanying notes.*

**BUNGIE, INC. 401(k) PLAN**

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

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**Contributions and Investment Loss:**

Contributions-	
Employer	\$ 1,156,321
Participant	1,630,834
Employee rollovers	<u>227,110</u>
Total contributions	3,014,265
Investment (loss) income-	
Net depreciation in fair value of investments	(597,984)
Interest and dividends	<u>240,763</u>
Net investment loss	<u>(357,221)</u>

<b>Net Contributions and Investment Loss</b>	<b>2,657,044</b>
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**Deductions from Net Assets:**

Benefits paid to participants	172,290
Administrative expenses	<u>323</u>

<b>Total Deductions from Net Assets</b>	<b><u>172,613</u></b>
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<b>Net Increase in Net Assets Available for Benefits</b>	<b>2,484,431</b>
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**Net Assets Available for Benefits:**

Beginning of year	<u>8,327,917</u>
<b>End of Year</b>	<b><u><u>\$ 10,812,348</u></u></b>

*See accompanying notes.*

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 1 - Description of the Plan***

The following description of the Bungie, Inc. 401(k) Plan (the Plan) provides general information only. Participants should refer to the plan document for complete information regarding the Plan's definitions, benefits, eligibility, and other matters.

**General** - The Plan is a defined contribution plan that was established for the benefit of employees of Bungie, Inc. (the Company). All employees are eligible to participate in the Plan on the date of hire excluding leased, self-employed, interns and temporary employees that have not completed 1,000 hours of service and reached age 21. In addition, the Plan excludes all residents of Puerto Rico and independent contractors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Contributions** - Participants may contribute to the Plan through voluntary deferrals of earned compensation. Eligible employees may contribute from 1% to 50% of their compensation to the Plan, not to exceed annual limitations prescribed by the Internal Revenue Service (IRS). A participant who is age 50 or older on or before the last day of the plan year is eligible to make catch-up contributions. Participants may also make rollover contributions to their accounts from other qualified plans.

The Company can elect to make a discretionary matching contribution. During the year ended December 31, 2011 the Company made a matching contribution equal to 100% of each contributing participant's elective deferral, not to exceed 6% of eligible compensation calculated on a plan year basis.

**Participant Accounts** - Participant contributions to the Plan are voluntary. Participants are allowed to direct the investment of all contributions into various investment options that offer a diversity of investment risk and return. Each participant's account is credited with any contributions made to their account and allocations of (i) Plan net earnings or losses and (ii) applicable fees related to their account. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting** - Participants are immediately vested in their salary deferral contributions and discretionary matching contributions made on their behalf plus actual earnings thereon.

**Distributions** - Upon termination of service, death, disability, attainment of age 59½, or retirement, a participant may elect to receive a distribution of their vested account balance. The distribution may be in the form of a lump-sum payment. The Plan provides for hardship withdrawals in accordance with provisions specified in the plan document.

**Notes Receivable from Participants** - The Plan allows participants to borrow from their accounts using their vested balance as collateral for the loans. The maximum amount that a participant may borrow is equal to the lesser of 50% of their entire vested account balance or \$50,000 with a minimum loan of \$1,000. Loan terms range from one to five years unless the loan is used to acquire a principal residence. The interest rate is determined by the plan administrator based on prevailing market conditions. Principal and interest are paid ratably through payroll deductions.

**Administrative Expenses** - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance. Transaction based fees for loans are charged directly to participant accounts. The majority of other administrative expenses related to the Plan are paid by the Company.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 1 - Continued***

**Subsequent Events** - The Plan's management has evaluated subsequent events through August 15, 2012, the date on which the Plan's financial statements were available to be issued.

#### ***Note 2 - Summary of Significant Accounting Policies***

**Basis of Accounting** - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

**Use of Estimates** - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payment of Benefits** - Benefits paid to participants are recognized when they are paid. No amounts had been allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid as of December 31, 2011 and 2010.

**Investment Valuation and Income Recognition** - The Plan's 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 3 for discussion of fair value measurements.

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

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements.

**Risks and Uncertainties** - The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

**Transfer of Plan Assets** - During the plan year ended December 31, 2011, the Company elected to operate the Plan under a new platform from the year ended December 31, 2010. Effective February 1, 2011, the entire balance of former plan assets were rolled over into the new plan platform held with the same asset custodian and record-keeper. The new plan platform, which is the platform the Plan is currently operating under, provides for improved investment options to plan participants. All significant aspects of plan provisions remained consistent between the two platforms.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 3 - Fair Value Measurements***

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Money Market Fund - Valued at cost plus accrued interest, which approximates fair value.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year-end.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's 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.

**BUNGIE, INC. 401(k) PLAN**

**Notes to Financial Statements**  
**For the Year Ended December 31, 2011**

**Note 3 - Continued**

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

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 2,498,707	\$ -	\$ -	\$ 2,498,707
Mutual funds-				
Large cap	2,104,447			2,104,447
Blended	2,042,046			2,042,046
International	1,318,681			1,318,681
Mid cap	900,272			900,272
Bond	895,154			895,154
Small cap	606,901			606,901
Specialty	359,088			359,088
Total mutual funds	8,226,589			8,226,589
	<b>\$ 10,725,296</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10,725,296</b>

<i>Fair Value Measurements as of December 31, 2010</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market fund	\$ 1,987,165	\$ -	\$ -	\$ 1,987,165
Mutual funds-				
Large cap	1,614,278			1,614,278
Blended	1,259,663			1,259,663
International	1,319,183			1,319,183
Mid-cap	789,174			789,174
Bond	517,734			517,734
Small cap	482,103			482,103
Specialty	291,225			291,225
Total mutual funds	6,273,360			6,273,360
	<b>\$ 8,260,525</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,260,525</b>

## **BUNGIE, INC. 401(k) PLAN**

### **Notes to Financial Statements For the Year Ended December 31, 2011**

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#### **Note 4 - Investments**

Participants are allowed to direct their account balance into a variety of investment options including a money market fund and mutual funds. Participants may change their investment elections and make transfers between investment options daily.

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2011</u>	<u>2010</u>
Mutual funds-		
Fidelity US Treasury Money Market	\$ 2,498,707	*
Fidelity Treasury Fund	*	\$ 1,987,165
Mutual funds-		
Vanguard Mid Cap Index Inv	900,272	*
Franklin Flex Cap Growth A	855,941	*
Franklin Strategic Income A	682,519	*
T. Rowe Price Institutional Large Cap Value	670,192	*
Harbor International Institutional	634,890	*
American Century LIVESTRONG 2040 Inv	557,457	*
American Century Heritage Fund	*	704,291
BlackRock International Opportunities Fund	*	635,076
Fidelity Advisors Equity Income Fund	*	509,007
Oppenheimer International Growth Fund	*	496,157
Fidelity Advisors Selector All Cap Fund Class A	*	454,298
Fidelity Advisors Small Cap Fund	*	444,680

\* Does not represent 5% of the Plan's net assets for the respective plan year.

#### **Note 5 - Information Certified by the Trustee**

The plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Plan Sponsor has obtained certification from Fidelity Management Trust Company (Fidelity), that the following information provided by Fidelity and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of December 31, 2011 and 2010;
- Investment income earned and losses incurred for the year ended December 31, 2011; and
- Investment transactions for the year ended December 31, 2011.

## ***BUNGIE, INC. 401(k) PLAN***

### ***Notes to Financial Statements For the Year Ended December 31, 2011***

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#### ***Note 6 - Party-In-Interest***

The Plan invests in a money market fund managed by an affiliate of Fidelity. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments qualify as party-in-interest transactions, which are exempt from the rules governing prohibited transactions under ERISA.

#### ***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.

#### ***Note 8 - Federal Income Taxes***

The Plan uses a volume submitter plan document sponsored by Fidelity. Fidelity received an opinion letter dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

#### ***Note 9 - Reconciliation of Financial Statements to Form 5500***

During the plan year ended December 31, 2011, Fidelity incorrectly offset administrative expenses against participant accounts. As such, the Company is making a contribution to the Plan subsequent to year-end in order to correct this error which is presented as an increase in year-end employer contributions and a reduction to Plan expenses.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011:

Net assets available for benefits as reported in the financial statements	\$ 10,812,348
Less employer receivable for plan expenses at December 31, 2011	<u>(10,899)</u>
<b>Net Assets Available for Benefits per the Form 5500</b>	<b><u>\$ 10,801,449</u></b>

The following reconciliation of the net increase in net assets per the financial statements to the Form 5500 for the year-ended December 31, 2011:

Net increase in net assets reported in the financial statements	\$ 2,484,431
Less employer receivable for plan expenses for the year ended December 31, 2011	<u>(10,899)</u>
<b>Net Income per the Form 5500</b>	<b><u>\$ 2,473,532</u></b>

***SUPPLEMENTARY INFORMATION***

**BUNGIE, INC. 401(k) PLAN**

**Attachment to Form 5500, Schedule H, Line 4(i)**

**Assets Held at December 31, 2011**

**Employer:** Bungie, Inc.

**EIN:** 27-4411168

**Plan No.:** 001

(a)	(b) Identity of Issuer, 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
*	Fidelity	Fidelity US Treasury Money Market	**	\$ 2,498,707
	Vanguard	Vanguard Mid Cap Index Inv	**	900,272
	Franklin	Franklin Flex Cap Growth A	**	855,941
	Franklin	Franklin Strategic Income A	**	682,519
	T. Rowe Price	T. Rowe Price Institutional Large Cap Value	**	670,192
	Harbor	Harbor International Institutional	**	634,890
	American Century	American Century LIVESTRONG 2040 Inv	**	557,457
	Vanguard	Vanguard Small Cap Index Inv	**	514,769
	Vanguard	Vanguard International Explorer Inv	**	451,861
	American Century	American Century LIVESTRONG 2050 Inv	**	401,591
	American Century	American Century LIVESTRONG 2035 Inv	**	311,210
	Vanguard	Vanguard 500 Index Investor	**	302,933
	Calvert	Calvert Equity A	**	275,200
	American Century	American Century Diversified Bond Instl.	**	212,635
	American Century	American Century LIVESTRONG 2030 Inv	**	195,330
	Oppenheimer	Oppenheimer Diversified Markets Y	**	185,429
	American Century	American Century LIVESTRONG 2045 Inv	**	184,464
	American Century	American Century LIVESTRONG 2025 Inv	**	179,802
	Franklin	Franklin Gold and Precious Metals A	**	174,664
	Van Eck	Van Eck Global Hard Assets A	**	112,699
	American Century	American Century LIVESTRONG 2020 Inv	**	93,790
	Invesco	Invesco Van Kempen SmallCapValue Y	**	92,132
	Nuveen	Nuveen Real Estate Secs	**	71,725
	JP Morgan	JPMorgan International Equity Index A	**	46,501
	American Century	American Century LIVESTRONG 2015 Inv	**	45,759
	American Century	American Century LIVESTRONG Inc Instl	**	36,882
	Vanguard	Vanguard Wellington	**	35,761
	Yacktman	Yacktman Focused	**	181
*	Participant loans	Interest rates from 4.25% - 7.75%, maturing through April 2020	- 0 -	48,562
				<b><u>\$ 10,773,858</u></b>

\* Party-in-interest as defined by section 3(14) of ERISA.

\*\* Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.