

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

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>09/01/1985</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>FCX PERFORMANCE INC.</u> <u>3000 E 14TH AVE</u> <u>COLUMBUS, OH 43219</u>	2b Employer Identification Number (EIN) <u>31-1644350</u> 2c Sponsor's telephone number <u>614-253-1996</u> 2d Business code (see instructions) <u>423800</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/29/2012</u>	<u>CHARLES HALE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FCX PERFORMANCE INC. 3000 E 14TH AVE COLUMBUS, OH 43219	3b Administrator's EIN 31-1644350 3c Administrator's telephone number 614-253-1996
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	225
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	316
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	92
d Subtotal. Add lines 6a , 6b , and 6c	6d	408
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	410
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	357
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12

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

2E 2F 2G 2J 2K 2R 2S 2T 3D

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan <u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FCX PERFORMANCE INC.</u>	D Employer Identification Number (EIN) <u>31-1644350</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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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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 71 60	RECORDKEEPER	5753	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160 52-2269240	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.
ALLNZ RCM TECHN ADM - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	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.
BLKRRK EQUITY DIV I - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	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

(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.
BLKRK INTL OPP A - BNY MELLON INV S P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%

(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.
COL MID CP VAL OP R4 - COLUMBIA MGT 04-2838628	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.
FBR FOCUS INV - U.S. BANCORP FUND S P.O. BOX 701 MILWAUKEE, WI 53201	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation PIMCO TOT RETURN ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.26%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL (b) Service Codes (see instructions) 60 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.45%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL (b) Service Codes (see instructions) 60 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation WFA SM CAP VAL INV - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
	For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	

A Name of plan <u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FCX PERFORMANCE INC.</u>	D Employer Identification Number (EIN) <u>31-1644350</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	85042
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1979484	3323067
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	182522	366368
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	315427	373819
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12686276	18562257
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15163709	22710553

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15163709	22710553
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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: (A) Employers	2a(1)(A)	379946	
(B) Participants	2a(1)(B)	1232401	
(C) Others (including rollovers)	2a(1)(C)	428459	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2040806

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1359	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15316	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16675
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4127	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	483945	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		488072
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	219544	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	220471	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-927

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-31455	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-31455
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-587686
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1925485

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	988659	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		988659
f Corrective distributions (see instructions)	2f		11559
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5279	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5279
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1005497

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		919988
l Transfers of assets:			
(1) To this plan.....	2l(1)		6626856
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: GBQ

(2) EIN: 20-2122306

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2011 This Form is Open to Public Inspection.	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011					
A Name of plan FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FCX PERFORMANCE INC.				D Employer Identification Number (EIN) 31-1644350	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2011 v.012611	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements
With Supplemental Information

FC^x Performance, Inc.

401(k) Savings Plan

December 31, 2011 and 2010

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To the Plan Administrator
FC^x Performance, Inc.
401(k) Savings Plan
Columbus, Ohio

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of FC^x Performance, Inc. 401(k) Savings Plan as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the asset information summarized in the notes to the financial statements, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010 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 supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose 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 supplemental schedule, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GBQ Partners LLC

Columbus, Ohio
July 17, 2012

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value	\$ 22,251,692	\$ 14,848,282
Receivables:		
Notes receivable from participants	373,819	315,427
Employer contributions receivable	85,042	-
Total receivables	<u>458,861</u>	<u>315,427</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 22,710,553</u>	<u>\$ 15,163,709</u>

The accompanying notes are an integral part of the financial statements.

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions to Net Assets Attributed to:		
Net appreciation in fair value of investments	\$ -	\$ 1,629,074
Interest income on notes receivables from participants	<u>15,316</u>	<u>15,812</u>
	<u>15,316</u>	<u>1,644,886</u>
 Contributions:		
Employer	379,946	144,043
Participants	1,232,401	939,651
Rollover	<u>428,459</u>	<u>88,151</u>
Total contributions	<u>2,040,806</u>	<u>1,171,845</u>
 Transfers into plan	<u>6,626,856</u>	<u>-</u>
 Total additions	<u>8,682,978</u>	<u>2,816,731</u>
 Deductions from Net Assets Attributed to:		
Net depreciation in fair value of investments	130,637	-
Benefits paid to participants	1,000,218	261,182
Administrative expenses	<u>5,279</u>	<u>4,390</u>
Total deductions	<u>1,136,134</u>	<u>265,572</u>
 Net increase in net assets available for benefits	7,546,844	2,551,159
 Net Assets Available for Benefits:		
Beginning of year	<u>15,163,709</u>	<u>12,612,550</u>
End of year	<u><u>\$ 22,710,553</u></u>	<u><u>\$ 15,163,709</u></u>

The accompanying notes are an integral part of the financial statements.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Plan Description

The following description of FC^x Performance, Inc. (the Company) 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

During 2011, the Company acquired Hughes Machinery Company, Inc. and Baro Holdings, Inc. The employees of the acquired companies were eligible to participate in the Plan and balances from the Hughes Machinery Company, Inc. Profit Sharing Plan and the G&A Partners, Inc. Multiple Employer 401(k) Plan, totaling \$6,626,856, were transferred into FC^x Performance, Inc. 401(k) Savings Plan.

General

The Plan is a defined contribution plan covering all employees of the Company. Participants must be employed one year to receive any employer matching contribution. Participants are permitted to enter the Plan on the first day of the month following when they meet eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute up to 75% of their pretax annual compensation as defined in the Plan agreement. Participants who have attained age 50 by the end of the Plan year are allowed to make catch-up contributions. Employees may also rollover to the Plan all amounts representing the distributions from other qualified defined benefit or defined contribution plans. The Company may make, at its discretion, a matching contribution to the Plan. The employer matching contribution formula was 50% of the first 3% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from January 1, 2010 to March 31, 2011, and 50% of the first 6% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from April 1, 2011 to December 31, 2011. Additionally, the Company may contribute a discretionary amount to each eligible participant in the ratio that the participant's compensation bears to the aggregate compensation of all eligible participants. To be eligible to receive an employer discretionary contribution, a participant must complete a year of service and be employed on the last day of the Plan year. For the Plan years ended December 31, 2011 and 2010, there were no additional employer discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Plan Description (continued)

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the remainder of their account plus earnings thereon is based on years of credited service according to the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant's vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate that ranges from 4.25% to 9.25%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

The normal form of benefit payment from the Plan is a lump-sum amount equal to the value of a participant's vested interest in the Plan. A participant may waive this distribution option and elect to receive their vested benefits as a joint and survivor annuity, a life annuity, or a series of installment payments over a fixed period.

Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$267 and \$8,611, respectively. Forfeitures from employer matching contributions will first be used to pay administrative expenses of the Plan and then to reduce future employer matching contributions. During 2011 and 2010, employer matching contributions were reduced by \$28,598 and \$17,040, respectively, from forfeited non-vested accounts. Forfeitures from employer discretionary contributions will first be used to pay administrative expenses of the Plan and then will be reallocated to eligible participants. There were no forfeitures of employer discretionary contributions during 2011 and 2010.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Summary of Significant Accounting Policies

Basis of Accounting

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

Accounting Pronouncement to be Adopted

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS (ASU 2011-04)*. ASU 2011-04 amended FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition on fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Use of Estimates

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

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net (depreciation) appreciation 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 plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan.

Assets that represent 5% or more of the Plan's net assets are separately identified.

	<u>2011</u>	<u>2010</u>
<i>Mutual Funds:</i>		
Fidelity Retirement Money Market Fund	\$ 3,250,232	\$ 1,769,694
Fidelity Contrafund	3,104,683	2,272,951
PIMCO Total Return Fund	2,392,445	2,436,618
PIMCO All Asset Fund	1,709,575	1,119,880
Black Rock Equity Dividend Fund	1,482,800	855,484
Fidelity Freedom 2030 Fund	1,270,843	*
Fidelity International Discovery Fund	1,217,594	825,214
Spartan 500 Index	*	1,087,043
Others	7,171,974	3,867,053
<i>Self-Directed Accounts</i>	651,546	614,345
<i>Notes Receivable From Participants</i>	<u>373,819</u>	<u>315,427</u>
Total	<u>\$22,625,511</u>	<u>\$15,163,709</u>

* The fair value of this investment did not represent 5% or more of the Plan's assets as of the specified date.

The trustee also certified to the completeness and accuracy of \$(130,637) and \$1,629,074 of net (depreciation) appreciation in fair value of investments and \$15,316 and \$15,812 of interest income related to the aforementioned assets for the years ended December 31, 2011 and 2010, respectively.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements (continued)

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.

<i>Common Stocks:</i>	Valued at the closing price reported on the active market on which the individual securities are traded.
<i>Mutual Funds:</i>	Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<i>Mutual Funds:</i>				
Target Funds	\$ 3,851,940	\$ -	\$ -	\$ 3,851,940
Growth Funds	4,286,860	-	-	4,286,860
Blend Funds	2,851,851	-	-	2,851,851
Value Funds	1,907,517	-	-	1,907,517
Bond Funds	2,392,445	-	-	2,392,445
World Allocation Funds	1,709,575	-	-	1,709,575
International Funds	1,402,921	-	-	1,402,921
Money Market Funds	3,323,066	-	-	3,323,066
Technology Funds	<u>159,149</u>	<u>-</u>	<u>-</u>	<u>159,149</u>
Total Mutual Funds	21,885,324	-	-	21,885,324
<i>Common Stocks</i>	<u>366,368</u>	<u>-</u>	<u>-</u>	<u>366,368</u>
Total Assets at Fair Value	<u>\$22,251,692</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$22,251,692</u>

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<i>Mutual Funds:</i>				
Target Funds	\$ 1,337,683	\$ -	\$ -	\$ 1,337,683
Growth Funds	3,269,336	-	-	3,269,336
Blend Funds	2,242,807	-	-	2,242,807
Value Funds	1,306,614	-	-	1,306,614
Bond Funds	2,436,618	-	-	2,436,618
World Allocation Funds	1,119,880	-	-	1,119,880
International Funds	973,338	-	-	973,338
Money Market Funds	<u>1,979,484</u>	<u>-</u>	<u>-</u>	<u>1,979,484</u>
 Total Mutual Funds	14,665,760	-	-	14,665,760
 <i>Common Stocks</i>	<u>182,522</u>	<u>-</u>	<u>-</u>	<u>182,522</u>
 Total Assets at Fair Value	<u>\$14,848,282</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$14,848,282</u>

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 and its related regulations. In the event of plan termination, participants will become 100% vested in their accounts.

Income Tax Status

Effective May 27, 2009, the Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangements (CODA), which obtained its latest prototype opinion letter on March 31, 2008, in which the Internal Revenue Service (IRS) stated that the prototype plan document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company is relying on the prototype plan's IRS opinion letter. The Plan has been amended since adopting the prototype plan document. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Income Tax Status (continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds offered by Fidelity, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to Fidelity for administrative expenses amounted to \$5,279 and \$4,390 in 2011 and 2010, respectively.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying 2011 statement of net assets available for benefits.

Subsequent Events

Management has evaluated subsequent events through the date of the Independent Auditors' Report, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN
EIN # 38-3438950 PLAN # 001

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

December 31, 2011

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	<i>Mutual Funds:</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	\$ 3,250,232
*	Fidelity Management Trust Company	Fidelity Contrafund	3,104,683
*	Fidelity Management Trust Company	PIMCO Total Return Fund	2,392,445
*	Fidelity Management Trust Company	PIMCO All Asset Fund	1,709,575
*	Fidelity Management Trust Company	Black Rock Equity Dividend Fund	1,482,800
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	1,270,843
*	Fidelity Management Trust Company	Fidelity International Discovery Fund	1,217,594
*	Fidelity Management Trust Company	Spartan 500 Index	1,046,481
*	Fidelity Management Trust Company	Keeley Small Cap Value Fund	845,259
*	Fidelity Management Trust Company	Morgan Stanley Institutional Mid Cap Growth Fund	737,961
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	636,742
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*	Fidelity Management Trust Company	Spartan Extended Market Index	407,844
*	Fidelity Management Trust Company	Columbia Mid Cap Value Opportunity	390,721
*	Fidelity Management Trust Company	Spartan Total Market Index	339,935
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	282,054
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	258,985
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	255,329
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	188,766
*	Fidelity Management Trust Company	Black Rock International Opportunity Fund	185,327
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	167,301
*	Fidelity Management Trust Company	Allianz RCM Technology Fund	159,149
*	Fidelity Management Trust Company	Fidelity Fidelity Fund	118,594
*	Fidelity Management Trust Company	FBR Focus Investment Fund	117,642
*	Fidelity Management Trust Company	Royce Value Plus Service Fund	114,230
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	104,218
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	92,473
*	Fidelity Management Trust Company	Fidelity Low-Price Stock Fund	50,294
*	Fidelity Management Trust Company	Wells Fargo Advantage Small Cap Value Fund	43,444
*	Fidelity Management Trust Company	Allianz NFJ Dividend Value Fund	33,996
	<i>Self-Directed Accounts:</i>		
*	Fidelity Management Trust Company	Self-directed accounts	651,546
*	<i>Notes Receivable From Participants</i>	Loans to plan participants, interest rates from 4.25% - 9.25%	373,819
			<u>\$ 22,625,511</u>

* Denotes party-in-interest

See Independent Auditors' Report.

Financial Statements
With Supplemental Information

FC^x Performance, Inc.

401(k) Savings Plan

December 31, 2011 and 2010

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To the Plan Administrator
FC^x Performance, Inc.
401(k) Savings Plan
Columbus, Ohio

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of FC^x Performance, Inc. 401(k) Savings Plan as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the asset information summarized in the notes to the financial statements, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010 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 supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose 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 supplemental schedule, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GBQ Partners LLC

Columbus, Ohio
July 17, 2012

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value	\$ 22,251,692	\$ 14,848,282
Receivables:		
Notes receivable from participants	373,819	315,427
Employer contributions receivable	85,042	-
Total receivables	<u>458,861</u>	<u>315,427</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 22,710,553</u>	<u>\$ 15,163,709</u>

The accompanying notes are an integral part of the financial statements.

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions to Net Assets Attributed to:		
Net appreciation in fair value of investments	\$ -	\$ 1,629,074
Interest income on notes receivables from participants	<u>15,316</u>	<u>15,812</u>
	<u>15,316</u>	<u>1,644,886</u>
 Contributions:		
Employer	379,946	144,043
Participants	1,232,401	939,651
Rollover	<u>428,459</u>	<u>88,151</u>
Total contributions	<u>2,040,806</u>	<u>1,171,845</u>
 Transfers into plan	<u>6,626,856</u>	<u>-</u>
 Total additions	<u>8,682,978</u>	<u>2,816,731</u>
 Deductions from Net Assets Attributed to:		
Net depreciation in fair value of investments	130,637	-
Benefits paid to participants	1,000,218	261,182
Administrative expenses	<u>5,279</u>	<u>4,390</u>
Total deductions	<u>1,136,134</u>	<u>265,572</u>
 Net increase in net assets available for benefits	7,546,844	2,551,159
 Net Assets Available for Benefits:		
Beginning of year	<u>15,163,709</u>	<u>12,612,550</u>
End of year	<u><u>\$ 22,710,553</u></u>	<u><u>\$ 15,163,709</u></u>

The accompanying notes are an integral part of the financial statements.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Plan Description

The following description of FC^x Performance, Inc. (the Company) 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

During 2011, the Company acquired Hughes Machinery Company, Inc. and Baro Holdings, Inc. The employees of the acquired companies were eligible to participate in the Plan and balances from the Hughes Machinery Company, Inc. Profit Sharing Plan and the G&A Partners, Inc. Multiple Employer 401(k) Plan, totaling \$6,626,856, were transferred into FC^x Performance, Inc. 401(k) Savings Plan.

General

The Plan is a defined contribution plan covering all employees of the Company. Participants must be employed one year to receive any employer matching contribution. Participants are permitted to enter the Plan on the first day of the month following when they meet eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute up to 75% of their pretax annual compensation as defined in the Plan agreement. Participants who have attained age 50 by the end of the Plan year are allowed to make catch-up contributions. Employees may also rollover to the Plan all amounts representing the distributions from other qualified defined benefit or defined contribution plans. The Company may make, at its discretion, a matching contribution to the Plan. The employer matching contribution formula was 50% of the first 3% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from January 1, 2010 to March 31, 2011, and 50% of the first 6% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from April 1, 2011 to December 31, 2011. Additionally, the Company may contribute a discretionary amount to each eligible participant in the ratio that the participant's compensation bears to the aggregate compensation of all eligible participants. To be eligible to receive an employer discretionary contribution, a participant must complete a year of service and be employed on the last day of the Plan year. For the Plan years ended December 31, 2011 and 2010, there were no additional employer discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Plan Description (continued)

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the remainder of their account plus earnings thereon is based on years of credited service according to the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant's vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate that ranges from 4.25% to 9.25%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

The normal form of benefit payment from the Plan is a lump-sum amount equal to the value of a participant's vested interest in the Plan. A participant may waive this distribution option and elect to receive their vested benefits as a joint and survivor annuity, a life annuity, or a series of installment payments over a fixed period.

Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$267 and \$8,611, respectively. Forfeitures from employer matching contributions will first be used to pay administrative expenses of the Plan and then to reduce future employer matching contributions. During 2011 and 2010, employer matching contributions were reduced by \$28,598 and \$17,040, respectively, from forfeited non-vested accounts. Forfeitures from employer discretionary contributions will first be used to pay administrative expenses of the Plan and then will be reallocated to eligible participants. There were no forfeitures of employer discretionary contributions during 2011 and 2010.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Summary of Significant Accounting Policies

Basis of Accounting

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

Accounting Pronouncement to be Adopted

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS (ASU 2011-04)*. ASU 2011-04 amended FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition on fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Use of Estimates

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

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net (depreciation) appreciation 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 plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan.

Assets that represent 5% or more of the Plan's net assets are separately identified.

	<u>2011</u>	<u>2010</u>
<i>Mutual Funds:</i>		
Fidelity Retirement Money Market Fund	\$ 3,250,232	\$ 1,769,694
Fidelity Contrafund	3,104,683	2,272,951
PIMCO Total Return Fund	2,392,445	2,436,618
PIMCO All Asset Fund	1,709,575	1,119,880
Black Rock Equity Dividend Fund	1,482,800	855,484
Fidelity Freedom 2030 Fund	1,270,843	*
Fidelity International Discovery Fund	1,217,594	825,214
Spartan 500 Index	*	1,087,043
Others	7,171,974	3,867,053
<i>Self-Directed Accounts</i>	651,546	614,345
<i>Notes Receivable From Participants</i>	<u>373,819</u>	<u>315,427</u>
Total	<u>\$22,625,511</u>	<u>\$15,163,709</u>

* The fair value of this investment did not represent 5% or more of the Plan's assets as of the specified date.

The trustee also certified to the completeness and accuracy of \$(130,637) and \$1,629,074 of net (depreciation) appreciation in fair value of investments and \$15,316 and \$15,812 of interest income related to the aforementioned assets for the years ended December 31, 2011 and 2010, respectively.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements (continued)

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.

Common Stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<i>Mutual Funds:</i>				
Target Funds	\$ 3,851,940	\$ -	\$ -	\$ 3,851,940
Growth Funds	4,286,860	-	-	4,286,860
Blend Funds	2,851,851	-	-	2,851,851
Value Funds	1,907,517	-	-	1,907,517
Bond Funds	2,392,445	-	-	2,392,445
World Allocation Funds	1,709,575	-	-	1,709,575
International Funds	1,402,921	-	-	1,402,921
Money Market Funds	3,323,066	-	-	3,323,066
Technology Funds	<u>159,149</u>	<u>-</u>	<u>-</u>	<u>159,149</u>
Total Mutual Funds	21,885,324	-	-	21,885,324
<i>Common Stocks</i>	<u>366,368</u>	<u>-</u>	<u>-</u>	<u>366,368</u>
Total Assets at Fair Value	<u>\$22,251,692</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$22,251,692</u>

FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<i>Mutual Funds:</i>				
Target Funds	\$ 1,337,683	\$ -	\$ -	\$ 1,337,683
Growth Funds	3,269,336	-	-	3,269,336
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World Allocation Funds	1,119,880	-	-	1,119,880
International Funds	973,338	-	-	973,338
Money Market Funds	<u>1,979,484</u>	<u>-</u>	<u>-</u>	<u>1,979,484</u>
 Total Mutual Funds	14,665,760	-	-	14,665,760
 <i>Common Stocks</i>	<u>182,522</u>	<u>-</u>	<u>-</u>	<u>182,522</u>
 Total Assets at Fair Value	<u>\$14,848,282</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$14,848,282</u>

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 and its related regulations. In the event of plan termination, participants will become 100% vested in their accounts.

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FC^x PERFORMANCE, INC.
401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Income Tax Status (continued)

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Subsequent Events

Management has evaluated subsequent events through the date of the Independent Auditors' Report, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

FC^X PERFORMANCE, INC.
401(k) SAVINGS PLAN
EIN # 38-3438950 PLAN # 001

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

December 31, 2011

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	<i>Mutual Funds:</i>		
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*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	188,766
*	Fidelity Management Trust Company	Black Rock International Opportunity Fund	185,327
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	167,301
*	Fidelity Management Trust Company	Allianz RCM Technology Fund	159,149
*	Fidelity Management Trust Company	Fidelity Fidelity Fund	118,594
*	Fidelity Management Trust Company	FBR Focus Investment Fund	117,642
*	Fidelity Management Trust Company	Royce Value Plus Service Fund	114,230
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	104,218
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	92,473
*	Fidelity Management Trust Company	Fidelity Low-Price Stock Fund	50,294
*	Fidelity Management Trust Company	Wells Fargo Advantage Small Cap Value Fund	43,444
*	Fidelity Management Trust Company	Allianz NFJ Dividend Value Fund	33,996
	<i>Self-Directed Accounts:</i>		
*	Fidelity Management Trust Company	Self-directed accounts	651,546
*	<i>Notes Receivable From Participants</i>	Loans to plan participants, interest rates from 4.25% - 9.25%	373,819
			<u>\$ 22,625,511</u>

* Denotes party-in-interest

See Independent Auditors' Report.