Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1992

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

IMAGING HEALTHCARE SPECIALISTS, LLC

6256 GREENWICH DRIVE, SUITE 150
SAN DIEGO, CA 92122-5941

2b Employer Identification Number (EIN) 20-3872122

2c Sponsor's telephone number 866-558-4320

2d Business code (see instructions) 621111

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2012	ELISA GOLDBERG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
IMAGING HEALTHCARE SPECIALISTS, LLC

6256 GREENWICH DRIVE, SUITE 150
SAN DIEGO, CA 92122-5941

3b Administrator's EIN
20-3872122

3c Administrator's telephone number
866-558-4320

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	322
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**	231
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	62
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	293
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	293
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	255
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2H 2J 2R 2S 2T

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

CITY NATIONAL BANK

95-1780067

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 25 37 38 59 60 62 63 64 65 71	TRUSTEE/RECORD KEEPER	48002	Yes [X] No [ ]	Yes [ ] No [X]	56258	Yes [X] No [ ]

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

SNYDER CAPITAL MANAGEMENT LP

04-3370184

(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?
28	INVESTMENT ADVISOR	33983	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STOLPER & COMPANY

95-2954186

(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?
28	INVESTMENT ADVISOR	29987	Yes [ ] No [X]	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)

ATALANTA SOSNOFF MANAGEMENT, LLC

20-0461080

(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?
28	INVESTMENT ADVISOR	17999	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NEUBERGER BERMAN, LLC

13-5521910

(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?
28	INVESTMENT ADVISOR	6361	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

US BANK

41-0255900

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 62	SUBCONTRACTOR OF CNB	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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)

LORI DAVINI

200 N. SEPULVEDA BLVD., SUITE 1300
FINANCIAL NETWORK INVESTMENT COR
EL SEGUNDO, CA 90245

(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?
28	INVESTMENT ADVISOR	5574	Yes [ ] No [X]	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
CITY NATIONAL BANK	62	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.
CITY NATIONAL BANK 95-1780067	INTEREST ON EXCESS BALANCES (I.E. FLOAT) HELD AT FED RESERVE BANKS ESTI TO BE FED FUNDS TARGET RATE (0 0.25%) REQUIRED TO BE PAID ON

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	62	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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	MAY EARN INTEREST (FLOAT) FROM USE OF PENDING AMOUNTS SUCH AS PENDING SETTLEMENT. FLOAT EARN BE REALIZED AT RATES APPROX TH FEDERAL FUNDS TARGET RATES.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
US BANK	62	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.
US BANK 41-0255900	US BANK MAY RETAIN INCOME ON T "FLOAT" AS COMP FOR CUSTODY SE THE FLOAT RATE IS GENERALLY NO THAN THE FEDERAL FUNDS TARGET OF INTEREST.

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
NATIONAL FINANCIAL SERVICES LLC	60 63	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.
INVESCO 11 GREENWAY PLAZA,SUITE 100 SUB-ACCOUNTING GROUP - ELSIE VERA HOUSTON, TX 77046	.400% ON CUSIP 00142F865

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	446433	32108
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	859337	893924
(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)	2637777	3758703
(2) U.S. Government securities	1c(2)	1835184	1976731
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	367010	377537
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	22100	36678
(B) Common	1c(4)(B)	7371098	5948711
(5) Partnership/joint venture interests	1c(5)	27840	81469
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	328559	344059
(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)	22583786	21860495
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	37771	34611

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	36516895	35345026
Liabilities			
g Benefit claims payable	1g	895	
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	895	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	36516000	35345026

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	893924	
(B) Participants	2a(1)(B)	1082727	
(C) Others (including rollovers)	2a(1)(C)	329331	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2305982
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1407	
(B) U.S. Government securities	2b(1)(B)	23605	
(C) Corporate debt instruments	2b(1)(C)	27915	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	14357	
(F) Other	2b(1)(F)	6	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		67290
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2659	
(B) Common stock	2b(2)(B)	78145	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	543919	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		624723
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	15970197	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	16102344	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-132147

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	47438	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		47438
	(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)		-1338936
c	Other income	2c		9364
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1583714
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2612043	
	(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)		2612043
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)	48002	
	(2) Contract administrator fees	2i(2)	0	
	(3) Investment advisory and management fees	2i(3)	93903	
	(4) Other	2i(4)	740	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		142645
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2754688
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		-1170974
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CONSIDINE & CONSIDINE **(2)** EIN: 95-2694444

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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
IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
IMAGING HEALTHCARE SPECIALISTS, LLC

D Employer Identification Number (EIN)
20-3872122

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): 95-1780067

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

IMAGING HEALTHCARE SPECIALISTS, LLC
401(K) SALARY SAVINGS PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN

		Pages
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II.	Independent Auditor's Report	2 - 3
III.	Statements of Net Assets Available for Plan Benefits	4
IV.	Statements of Changes in Net Assets Available for Plan Benefits	5
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CONSIDINE CONSIDINE
CERTIFIED PUBLIC ACCOUNTANTS

To the Retirement Administrative Committee
Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan

Independent Auditor's Report

We were engaged to audit the statements of net assets available for plan benefits of Imaging Healthcare Specialists, LLC 401(k) Salary Savings Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for plan benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2011 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by City National Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 plan trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the plan custodian is complete and accurate.

As discussed in Note 5, investments totaling to $81,469 and $27,840 (0.23% and 0.08% of net assets available for benefits, respectively) as of December 31, 2011 and 2010, have been valued at estimated fair value as determined by the Retirement Administrative Committee. We have reviewed the procedures applied by the Committee in valuing the securities and have inspected the underlying documentation. In our opinion, those procedures are not adequate to determine the fair value of the investments in conformity with U.S. generally accepted accounting principles. The effect on the financial statements and supplemental schedules of not applying adequate procedures to determine the fair value of the security is not determinable.

1501 FIFTH AVENUE, SUITE 400 · SAN DIEGO, CALIFORNIA 92101-3297
TEL 619-231-1977 · FAX 619-231-8244 · www.cccpa.com

Because of the significance of the information that we did not audit, as well as the effects of the preceding paragraph, 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 purposes of additional analysis and is not a required part of the financial statements but are 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 trustees, 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.

Considine & Considine

CONSIDINE & CONSIDINE
An Accountancy Corporation

July 12, 2012

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
INVESTMENTS AT FAIR VALUE		
Nonsegregated (Notes 4 and 6)	$ 24,331,355	$ 25,885,353
Segregated (Notes 4 and 6)	9,694,219	9,415,805
Segregated - Partnerships (Notes 5 and 6)	81,469	27,840
	34,107,043	35,328,998
RECEIVABLES		
Employer's Contributions	893,924	859,337
Notes Receivable from Participants (Note 4)	344,059	328,560
	1,237,983	1,187,897
TOTAL ASSETS	35,345,026	36,516,895
LIABILITIES		
Excess Contributions Payable (Note 7)	-	895
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 35,345,026	$ 36,516,000

See Accompanying Notes

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT (LOSS)/INCOME		
Net Change in Fair Value of Investments (Notes 4 and 5)	$ (1,423,646)	$ 3,651,244
Interest and Dividends	680,901	643,878
Interest on Notes Receivable from Participants	14,357	15,195
Other Income	6,119	1,874
	(722,269)	4,312,191
CONTRIBUTIONS		
Employee Contributions	1,412,058	1,098,524
Employer Contributions	893,924	859,337
	2,305,982	1,957,861
TOTAL ADDITIONS	1,583,713	6,270,052
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	2,612,042	1,373,625
Administration Fees	142,645	168,233
TOTAL DEDUCTIONS	2,754,687	1,541,858
NET (DECREASE)/INCREASE	(1,170,974)	4,728,194
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
BEGINNING OF YEAR	36,516,000	31,787,806
END OF YEAR	$ 35,345,026	$ 36,516,000

NOTE 1 DESCRIPTION OF PLAN

The following description of the Imaging Healthcare Specialists, LLC 401(k) Salary 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.

GENERAL

The Plan is a defined contribution plan established and sponsored by Imaging Healthcare Specialists, LLC ("the Company"). The Plan was established on January 1, 1992 to enable eligible employees to share in the Company's earnings and permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement. The Plan Trustee has the authority and responsibility for the management and investment of plan assets. The Plan is administered by the Plan's Retirement Administrative Committee.

ELIGIBILITY

An employee is eligible to participate in the profit sharing portion of the Plan on the earliest of either January 1 or July 1, following the completion of twelve consecutive months of service with not less than 1,000 hours of service.

An employee is eligible to participate in the employee elective deferral portion of the Plan on the first January 1, April 1, July 1, or October 1, following the completion of three consecutive months of service with not less than 250 hours of service.

An employee is not eligible to participate in the Plan if the employee is a member of a collective bargaining agreement with the Company or is a nonshareholder employee of Physician Radiology Medical Group, Inc.

CONTRIBUTIONS

Contributions to the Plan are as follows:

1) Participants may elect to contribute up to 100% of compensation received from the Company for the portion of the Plan year in which the employee was a participant, subject to an annual limitation imposed by Internal Revenue Service regulations.

NOTE 1 DESCRIPTION OF PLAN (Continued)

2) Each year, as of the last day of the Plan year, discretionary contributions made by the Company will be allocated, as defined in the Plan, to eligible participants. A participant must complete a minimum of 1,000 hours of service during the Plan year and be employed as of the last day of the Plan year in order to share in any discretionary contributions, unless termination was due to death, disability, or retirement.

The Company contribution is determined annually by the Company's Retirement Administrative Committee. The Company made a discretionary contribution of $893,924 and $859,337 net of forfeitures for 2011 and 2010, respectively.

PARTICIPANT ACCOUNTS

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

VESTING

Participants are 100% vested in their deferral contributions and rollover contributions. A participant also attains 100% vesting due to death, permanent disability, or reaching normal retirement age. Employer contributions, including earnings, vest at the following rates:

2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

PARTICIPANT LOANS

A participant may borrow from his/her 401(k) account. The loan is available only from the elective employee contributions. The amount of the loan may not exceed the lesser of $50,000 or one half of the participant's vested account balance.

NOTE 1 DESCRIPTION OF PLAN (Continued)

PAYMENT OF BENEFITS

The Plan provides for benefits to be distributed in periodic installments, in a lump sum, or a combination thereof, or may be deferred to a later time. Participants are entitled to receive the full value of their vested benefits when they retire, die, or become permanently disabled. Participants who terminate employment for any other reason are entitled to the value of their vested interest.

Participants may withdraw any or all of their salary deferred account balances at any time during the Plan year provided certain hardship conditions, as defined in the Plan, have been met.

In the event of a mandatory distribution greater than $1,000, but no more than $5,000, in accordance with the payment provisions of the Plan, if the Participant does not elect to have such distributions paid directly to an eligible retirement plan specified by the Participant in a direct rollover or to receive the distribution directly under any form of payment allowed under the Plan, then the distribution will be paid in a direct rollover to an individual retirement plan designated by the plan administrator. Mandatory distributions of $1,000 or less will continue to be paid in cash as directed by the plan administrator, unless the Participant elects a direct rollover or elects to receive the distribution under another form permitted by the Plan.

ADMINISTRATIVE EXPENSES

Direct fees and expenses related to the operation of the Plan may be paid with forfeitures. Expenses not covered by forfeitures are paid from plan assets. Substantially all of the administrative expenses of the Plan were paid by the Plan for the years ended December 31, 2011 and 2010. Amounts totaling $142,645 and $168,233 were paid directly by the plan for fees and expenses relating to the operation of the Plan.

FORFEITED ACCOUNTS

The Plan provides that forfeited amounts in participants' Company contribution accounts are used to reduce future contributions of the Company or pay administrative expenses at the discretion of the Retirement Administrative Committee. During 2011 and 2010, there were $53,553 and $84,385 of forfeitures used to reduce employer discretionary contributions. As of December 31, 2011 and 2010 there were $0 of unallocated forfeitures.

NOTE 1 DESCRIPTION OF PLAN (Continued)

INVESTMENT OPTIONS

All participants may segregate their funds or choose from the investment alternatives in the trust established by the Retirement Administrative Committee. There are no non-participant directed investments.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared using the accrual method in conformity with generally accepted accounting principles.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investments - Investments are valued at current market value or estimated fair value as certified by the institution that holds the Plan's assets as an investment manager and are under the custody of the Plan's trustee. The limited partnership interests are valued using fair value and are not certified by the Plan's trustee.

Fair Value Measurement - The Plan adopted accounting standards consistent with the FASB codification which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements for all financial assets and liabilities.

Participant Loans - Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Benefits - Benefits are recorded when paid.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes - The pension plan is tax exempt under the Internal Revenue Code Section 401(A) and consequently pays no income tax.

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan follows accounting standards for uncertainty in income taxes recognized in the Plan's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or to be taken in a tax return. As of December 31, 2011 and 2010, the Plan has not accrued interest or penalties related to uncertain tax positions. The Plan files tax returns in the U.S. Federal jurisdiction and is not subject to examination by U.S. tax authorities for the tax years prior to 2007.

Change in Accounting Principle - The Plan has adopted ASU 2010-25 related to the Plan Accounting-Defined Contribution Plans ASC 962, reporting loans to participants by defined contribution pension plans. The purpose of the update was to clarify that participant loans should be measured and presented on the statement of net assets available for benefits as receivables rather than investments. The amendment is effective for years ending on or after December 15, 2010, and has been applied retrospectively.

Reclassifications - Certain items in the financial statements for December 31, 2010 have been reclassified to conform with the current year presentation. Such reclassification had no effect on net assets.

NOTE 3 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the rights of all employees to account balances accrued to the date of the termination are fully vested and non-forfeitable.

NOTE 4 INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

The Plan's investments are held by an independent administered trust fund. All Plan's investments are held in self-directed accounts. The following is a summary of the fair value of investments that were certified by the trustees of the Plan.

	2011	2010
Notes Receivable from Participants	$ 344,059	$ 328,560
Investments at Fair Value:		
Mutual Funds	21,860,496	22,583,786
Equities	5,985,388	7,393,198
Cash and Cash Equivalents	3,790,811	3,084,209
Government and Agencies	1,976,731	1,835,184
Corporate Obligations	377,537	367,010
Partnerships	74,103	20,812
Other Assets	34,611	37,771
	$ 34,443,736	$ 35,650,530

	2011	2010
Investment Income/(Loss):		
Interest and dividends on investments	$ 680,901	$ 643,878
Interest on Notes Receivable from Participants	14,357	15,195
Net realized and unrealized gain/(loss) on investments	(1,422,128)	3,651,244
	$ (726,870)	$ 4,310,317

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the years) appreciated/(depreciated) in value by as follows:

	2011	2010
Government and Agencies	$ 25,657	$ 35,906
Other Assets	(3,160)	1,150
Partnerships	(3,353)	3,596
Corporate Obligations	(12,284)	5,458
Equities	(90,052)	1,101,893
Mutual Funds	(1,338,936)	2,503,241
	$ (1,422,128)	$ 3,651,244

NOTE 4 INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (Continued)

The following certified investments represent more than 5% of net assets available for plan benefits:

	2011	2010
CNI Charter Prime Money Market	$ 3,758,703	$ 2,756,678
Vanguard Intermediate	2,135,671	1,990,155
	$ 5,894,374	$ 4,746,833

NOTE 5 INVESTMENTS PREPARED AND UNCERTIFIED BY THE TRUSTEE

City National Bank attempts to determine the fair market value of certain segregated funds based on the tax basis of the interest. The following is a summary of the value of investments:

	Cost	2011	2010
Investments at Estimated Fair Value:			
Prime Steaks III, LLC	$ 50,000	5,620	$ 7,028
KKR Financial Holdings LLC LP	1,856	1,746	-
	$ 51,856	$ 7,366	$ 7,028

During the years ended December 31, 2011 and 2010, the Plan's uncertified investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value as follows:

	2011	2010
KKR Financial Holdings LLC LP	$ (110)	$ -
Prime Steaks III, LLC	(1,408)	-
	$ (1,518)	$ -

NOTE 6 FAIR VALUE MEASUREMENT

The Plan adopted the methods of fair value measurement to value its financial assets and liabilities. Fair value is based on 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. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels has been established, which are described below:

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

Mutual Funds, Equities, Publicly Traded Partnerships and Cash and Cash Equivalents: The shares are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Government and Agencies, Corporate Bonds and Other Assets: These are valued using a bid-evaluation method which compares the corroborated indicative quotes and other observable market-based data.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan 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 table presents the Plan's investments on the statement of net assets available for benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2011.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 21,860,496	$ -	$ -	$ 21,860,496
Equities	5,985,388	-	-	5,985,388
Cash and Cash Equivalents	3,790,811	-	-	3,790,811
Government and Agencies	-	1,976,731	-	1,976,731
Corporate Obligations	-	377,537	-	377,537
Partnerships	74,103	-	7,366	81,469
Other Assets	-	34,611	-	34,611
	$ 31,710,798	$ 2,388,879	$ 7,366	$ 34,107,043

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

The following sets forth a summary of changes in the fair value of the Plan's partnerships classified within Level 3 for the year ended December 31, 2011:

	Partnerships
Balance at December 31, 2010	$ 27,840
Gains or Losses (Realized/Unrealized) Included in Earnings	(1,518)
Purchases	1,856
Issuances	-
Settlements	-
Transfers In/Out of Level 3	(20,812)
Balance at December 31, 2011	$ 7,366

In the year ended December 31, 2011, there were transfers out of Level 3 investments into Level 1 investments based on new information about certain partnerships being publicly traded. There was no change in basis for valuing the assets between Level 3 and Level 1.

The following table presents the Plan's investments on the statement of net assets available for benefits measured at fair value on a recurring basis by level within the valuation hierarchy as of December 31, 2010.

	Level 1	Level 2	Level 3	Total
Assets				
Mutual Funds	$ 22,583,786	$ -	$ -	$ 22,583,786
Equities	7,393,198	-	-	7,393,198
Cash and Cash Equivalents	3,084,209	-	-	3,084,209
Government and Agencies	-	1,835,184	-	1,835,184
Corporate Obligations	-	367,010	-	367,010
Other Assets	-	37,771	-	37,771
Partnerships	-	-	27,840	27,840
	$ 33,061,193	$ 2,239,965	$ 27,840	$ 35,328,998

NOTE 6 FAIR VALUE MEASUREMENT (Continued)

The following sets forth a summary of changes in the fair value of the Plan's partnerships classified within Level 3 for the year ended December 31, 2010:

	Partnerships
Balance at December 31, 2009	$ 7,028
Gains or Losses (Realized/Unrealized) Included in Earnings	3,596
Purchases	17,216
Issuances	-
Settlements	-
Transfers In/Out of Level 3	-
Balance at December 31, 2010	$ 27,840

NOTE 7 EXCESS CONTRIBUTIONS PAYABLE

Distributions paid to participants during 2010 includes contributions of $895 which were contributed by a participant who had not met all eligibility requirements at the time the contributions were made.

NOTE 8 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 Statements of Net Assets Available for Plan Benefits.

NOTE 9 PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the trustee, City National Bank, which qualifies these transactions as party-in-interest transactions. Administrative fees incurred by the Plan to the Custodian totaled $48,002 and $60,911 for the years ended December 31, 2011 and 2010, respectively. The Company also pays certain administrative fees of the Plan, which are not reimbursed. In addition the Company provides administrative services to the Plan at no cost to the Plan.

NOTE 10 SUBSEQUENT EVENTS

The Company has evaluated subsequent events through July 12, 2012, the date which the financial statements were available to be issued. There were no material subsequent events which affected the amounts or disclosures in the financial statements.

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Plan Number: 003

(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
*	CNI Charter Prime Money Market	Money Market	**	3,758,703
	Vanguard Intrm-Term Invt	Mutual Funds	**	2,135,671
	Artisan Opportunistic Val	Mutual Funds	**	1,464,849
	William Blair Sm-Mid Cap	Mutual Funds	**	1,440,304
	Dreyfus S&P 500 Index	Mutual Funds	**	1,318,436
	Jordan Opportunity Fund	Mutual Funds	**	1,225,385
	Meredian Growth Fund	Mutual Funds	**	979,617
	American Balanced Fund	Mutual Funds	**	973,490
	Columbia Acorn Intl Fund	Mutual Funds	**	968,793
*	CNI Charter Govt Bd	Mutual Funds	**	933,165
	Pimco Total Return	Mutual Funds	**	919,422
	Janus Overseas Fund	Mutual Funds	**	904,205
	Eagle Small Cap Growth	Mutual Funds	**	744,806
	American Europacific Growth	Mutual Funds	**	641,669
	Calamos Growth	Mutual Funds	**	634,115
	Fidelity Adv High Inc.	Mutual Funds	**	588,378
*	CNI Charter Lg Cap Val Eqty	Mutual Funds	**	567,428
	Franklin Electronic Co Inc.	Mutual Funds	**	454,009
	US Treasury Notes	Government Securities, 1.125% interest, matures 1/15/12	**	435,152
	American Century Small Cap Value	Mutual Funds	**	404,226

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	US Treasury Notes	Government Securities, 4.625% interest, matures 11/15/16	**	354,282
	Columbia Acorn Fund	Mutual Funds	**	347,362
	Fidelity Advantage Freedom	Mutual Funds	**	307,641
	US Treasury Strips	Government Securities, 1.125% interest, matures 12/15/12	**	298,729
	US Treasury Strips	Government Securities, .625% interest, matures 07/31/12	**	290,896
	Vanguard Intrm-Term Invt	Mutual Funds	**	285,598
	Fidelity Advantage Freedom	Mutual Funds	**	276,729
	Harbor International Growth	Mutual Funds	**	265,982
	Columbia Value & Restructuring	Mutual Funds	**	246,559
	Dreyfus Midcap Index Fund	Mutual Funds	**	234,547
	Vanguard Intrm-Term Invt	Mutual Funds	**	206,758
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/14	**	192,765
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/13	**	184,996
	American/New World	Mutual Funds	**	155,533
	Clean Harbors Inc.	Common Stock	**	143,393
	Google Inc.	Common Stock	**	135,639
	Fidelity Advantage Freedom	Mutual Funds	**	133,827
	US Treasury Notes	Government Securities, 1.000% interest, matures 12/31/11	**	120,000
	Fidelity Advantage Freedom	Mutual Funds	**	118,826
	Columbia Midcap Value	Mutual Funds	**	114,379

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	Fidelity Advantage Freedom	Mutual Funds	**	108,625
	Fidelity Adv Technology	Mutual Funds	**	107,890
	Apple Inc.	Common Stock	**	106,110
	Fidelity Advantage Freedom	Mutual Funds	**	104,455
	Davis NY Venture	Mutual Funds	**	103,899
	Simpson Mfg Inc.	Common Stock	**	100,980
	Copart Inc.	Common Stock	**	100,569
	American/Income Fund of America	Mutual Funds	**	100,506
	US Treasury Strips	Government Securities, 0% interest, matures 11/15/12	**	99,911
	American Capital Inc Bldr	Mutual Funds	**	96,881
	Corn Products Intl Inc.	Common Stock	**	96,240
	Waste Connections Inc.	Common Stock	**	94,449
	DWS Reef Real Estate Secs	Mutual Funds	**	88,271
	T Rowe Price Blue Chip Grwth Adv	Mutual Funds	**	87,515
	American Washington Mutual	Mutual Funds	**	84,920
	Exxon Mobil Corp	Common Stock	**	83,065
	Intl Business Machines Corp	Common Stock	**	81,827
	Ascena Retail Group	Common Stock	**	80,244
	FTI Consulting Inc.	Common Stock	**	79,325
	Microsoft Corp	Common Stock	**	77,101

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	Idex Corp	Common Stock	**	76,076
	Gen Elec Corp	Common Stock	**	75,043
	Thor Industries Inc.	Common Stock	**	72,415
	Fidelity Advantage Freedom	Mutual Funds	**	71,623
	RBC Bearings Inc.	Common Stock	**	71,099
	Esterline Technologies Corp	Common Stock	**	70,802
	American Europacific Growth	Mutual Funds	**	70,660
	Schlumberger Ltd.	Common Stock	**	70,018
	News Corp CL	Common Stock	**	69,933
	Heico Corp	Common Stock	**	69,335
	CVS/Caremark Corp	Common Stock	**	68,918
	Curtiss Wright Corp.	Common Stock	**	68,010
	Cabot Microelectronics Corp	Common Stock	**	67,331
	JP Morgan Chase & Co.	Common Stock	**	66,666
	Semtech Corp.	Common Stock	**	65,153
	Woodward Inc.	Common Stock	**	65,079
	UGI Corp	Common Stock	**	64,680
	Qualcomm Inc.	Common Stock	**	64,546
	Directv	Common Stock	**	60,719
	Capital One Financial Corp	Common Stock	**	60,263

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	Ann Inc.	Common Stock	**	60,092
	Union Pacific Corp	Common Stock	**	59,326
	Metlife Inc.	Common Stock	**	57,371
	Graco Inc.	Common Stock	**	56,714
	Kar Auction Svcs Inc.	Common Stock	**	56,700
	Atlas Air Worldwide	Common Stock	**	56,684
	Warnaco Group Inc.	Common Stock	**	56,295
	Cabot Corp	Common Stock	**	56,245
	Teledyne Technologies Inc.	Common Stock	**	56,221
	Power Integrations Inc.	Common Stock	**	54,714
	Citigroup Inc.	Common Stock	**	54,172
	Dreyfus Small Cap Stock Index	Mutual Funds	**	54,112
	United Technologies Corp	Common Stock	**	54,087
	Covanta Holding Corp	Common Stock	**	53,939
	Haemonetics Corp	Common Stock	**	53,568
	Home Depot	Common Stock	**	52,970
	Kennametal Inc.	Common Stock	**	52,954
	Mastercard, Inc.	Common Stock	**	51,076
	McDonalds Corp.	Common Stock	**	50,667
	American Express Co	Common Stock	**	50,000

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	Allergan Inc	Common Stock	**	49,134
	Precision Castparts Corp	Common Stock	**	47,789
	Orthofix Intl	Common Stock	**	47,737
	Oracle Corp	Common Stock	**	46,042
	Ishares Msci Eafe Index	Mutual Funds	**	44,825
	United Stationers Inc.	Common Stock	**	44,607
	Intel Corp	Common Stock	**	43,650
	EMC Corp Mass	Common Stock	**	43,403
	Pfizer Inc.	Common Stock	**	43,388
	Spdr S&P 500 Etf Trust	Mutual Funds	**	42,670
	Ishares S&P 500 Growth Index	Mutual Funds	**	42,279
	Boeing Company	Common Stock	**	41,443
	Philip Morris Intl Inc.	Common Stock	**	41,202
	Intrepid Potash Inc.	Common Stock	**	40,734
	Centerpoint Energy	Common Stock	**	40,180
	Sector Spdr Amex Energy Select Sbi	Mutual Funds	**	39,750
	Kaman Corp	Common Stock	**	39,614
	Entegris Inc.	Common Stock	**	39,263
	Consumer Staples Select Sector Spdr	Mutual Funds	**	38,988
	American Tower Systems Corp	Common Stock	**	38,406

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	Kraft Foods Inc.	Common Stock	**	37,920
	Crosstex Energy Inc.	Common Stock	**	37,920
	Mid-Amer Apt Cmntys Inc.	Common Stock	**	37,217
	Johnson & Johnson	Common Stock	**	37,053
	Nike Inc	Common Stock	**	36,139
	Wellpoint Inc.	Common Stock	**	36,106
	Cognex Corp	Common Stock	**	34,895
	ITC Holdings Corp	Common Stock	**	34,146
	Abovennet Inc.	Common Stock	**	34,130
	Bill Barrett Corp	Common Stock	**	34,070
	Principal Cash	Cash		32,108
	Enbridge Energy Mgmt LLC	Common Stock	**	31,805
	Key Energy Services	Common Stock	**	30,940
	Crosstex Energy L.P	Partnerships	**	30,818
	Ishares S&P 500 Value Index	Mutual Funds	**	30,650
	Tagner Factory Outlet	Common Stock	**	29,320
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	29,173
	First Tr Value Line Dvd Indx	Mutual Funds	**	28,818
	Amazon.com Inc.	Common Stock	**	28,562
	Express Scripts Inc.	Common Stock	**	28,155

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	Walt Disney Company	Common Stock	**	27,938
	PNC FINANCIAL SERVIC	Common Stock	**	27,105
	Ritchie Bros Auctioneers Inc.	Common Stock	**	27,048
	Patterson-Uti Energy Inc.	Common Stock	**	26,973
	United Parcel Service Class B	Common Stock	**	26,714
	Viacom Inc.	Common Stock	**	26,338
	Unitedheath Group	Common Stock	**	26,100
	Halliburton Company	Common Stock	**	26,055
	Ensco Plc.	Common Stock	**	26,041
	Gen Elec Cap Corp	Corporate Obligations, 4.650% 8/15/15	**	25,528
	Amex Tech Select	Mutual Funds	**	25,450
	Du Pont E I de Nemours & Co.	Common Stock	**	24,950
	Merck & Co Inc.	Common Stock	**	24,694
**	Vanguard Dividend Apprec Index Etf	Mutual Funds	**	24,593
	United Parcel Service Class B	Common Stock	**	23,787
	Cisco Systems Inc.	Common Stock	**	23,685
	Intel Corp	Common Stock	**	23,644
	Kaydon Corp.	Common Stock	**	23,638
	Monsanto Co.	Common Stock	**	23,473
	ITC Holdings Corp	Common Stock	**	22,764

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	Ishares Dow Jones U S Real Est Index	Mutual Funds	**	22,724
	El Paso Corp	Common Stock	**	22,585
	American Tower Systems Corp	Common Stock	**	22,504
	Blackrock Inc.	Common Stock	**	22,280
	Fidelity Advantage Freedom	Mutual Funds	**	21,634
	Richmont Mines Inc.	Common Stock	**	21,520
	Eaton Vance Tax-Managed Glob. SBI	Mutual Funds	**	21,450
	Fidelity Advantage Freedom	Mutual Funds	**	20,954
*	Utilities Select Sector Spdr	Mutual Funds	**	20,329
	Sandridge Energy Inc.	Common Stock	**	20,294
	Industrial Select Sector	Mutual Funds	**	20,250
	General Motors	Common Stock	**	20,169
	Ishares S&P Midcap	Mutual Funds	**	20,150
	United Parcel Service Class B	Common Stock	**	20,127
	El Paso Corp	Common Stock	**	19,928
	Kinder Morgan Manage	Common Stock	**	19,630
	Drew Industries Inc.	Common Stock	**	19,624
	American FDS Global	Mutual Funds	**	18,807
	Blackrock Inc.	Common Stock	**	18,715
	Praxair Inc.	Common Stock	**	18,708

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	Merrill Lynch Cap 6.45% Tr II	Preferred Stock	**	18,660
	Davis Financial	Mutual Funds	**	18,558
	Intl Business Machines Corp	Common Stock	**	18,388
	Intl Business Machines Corp	Common Stock	**	18,388
	Biomed Realty Trust Inc. Reit	Common Stock	**	18,080
	American Tower Systems Corp	Common Stock	**	18,003
	West Pharmaceutical Svcs Inc.	Common Stock	**	17,647
	Staples, Inc.	Corporate Obligations, 9.750% 1/15/14	**	17,152
	Pall Corp	Common Stock	**	17,145
	Caplease Inc.	Common Stock	**	16,564
	Praxair Inc.	Common Stock	**	16,035
	Kinder Morgan Manage	Common Stock	**	15,704
	American Reprographics Co.	Common Stock	**	15,606
	Berkshire Hathaway Inc	Common Stock	**	15,260
	Visa Inc Class	Common Stock	**	15,230
	Nextera Energy Inc.	Common Stock	**	15,220
	Ishares Msci Emerging Mkts Index	Mutual Funds	**	15,176
	Cit Group, Inc.	Corporate Obligations, 7.000% 5/01/16	**	15,000
	Cit Group, Inc.	Corporate Obligations, 7.000% 5/01/16	**	15,000
	Ishares Russell 2000 Index	Mutual Funds	**	14,750

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	Pall Corp	Common Stock	**	14,288
	Brookfield Infrastructure	Partnerships	**	13,850
	Sprott Physical Gold	Mutual Funds	**	13,800
	Nextera Energy Inc.	Common Stock	**	13,698
	Consumer Discr. Select	Mutual Funds	**	13,657
	Teekay Corp Marshall	Common Stock	**	13,365
	Coach Inc	Common Stock	**	13,124
	Procter & Gamble Inc.	Common Stock	**	13,008
	Alpha Natural Resources Inc.	Common Stock	**	12,769
	Visa Inc Class	Common Stock	**	12,691
	Gilead Sciences Inc.	Common Stock	**	12,688
	Seaspan Corp 9.500%	Preferred Stock	**	12,558
	Precision Drilling	Corporate Obligations, TR UT	**	12,312
	Petroleum Development	Common Stock	**	12,289
	Ishares Barclays 3-7 Yr. Treas.	Mutual Funds	**	12,204
	Ebay Inc.	Common Stock	**	12,132
	Schlumberger Ltd.	Common Stock	**	11,954
	Baidu Inc.	Common Stock	**	11,763
	Spdr DB Intl. Gov Infl - Protected	Mutual Funds	**	11,691
	Ishares Barclays Tips Bond Fund	Mutual Funds	**	11,669

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(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
	Golub Cap BDC Inc.	Common Stock	**	11,625
	Golub Cap BDC Inc.	Common Stock	**	11,625
	Black & Decker	Corporate Obligations, 8.950% 4/15/14	**	11,549
	Vornado Rlty Conv	Common Stock	**	11,529
	Nielsen Financial LLC	Corporate Obligations, 11.500% 5/01/16	**	11,450
	Nielsen Financial LLC	Corporate Obligations, 11.500% 5/01/16	**	11,450
	Teekay Corp Marshall	Common Stock	**	11,360
	DSW Iinc.	Common Stock	**	11,053
	Terex Corp	Corporate Obligations, 10.875% 6/01/16	**	11,050
	Denbury Res, Inc.	Corporate Obligations, 9.750% 3/01/16	**	11,025
	Capital One Finl	Corporate Obligations, 7.375% 5/23/14	**	10,987
	Duke Realty L.P.	Corporate Obligations, 7.375% 2/15/15	**	10,982
	Qualcomm Inc.	Common Stock	**	10,940
	Equinix Inc.	Corporate Obligations, 8.125% 3/01/18	**	10,900
	Crown Castle Intl	Corporate Obligations, 9.000% 1/15/15	**	10,838
	Crown Castle Intl	Corporate Obligations, 9.000% 1/15/15	**	10,838
	Ishares Russell 2000 Index	Mutual Funds	**	10,831
	Ishares Msci Emerging Mkts Index	Mutual Funds	**	10,813
	Regal Cinemas Corp	Corporate Obligations, 8.625% 7/15/19	**	10,800
	Regal Cinemas Corp	Corporate Obligations, 8.625% 7/15/19	**	10,800

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

Plan Sponsor's EIN: 20-3872122
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	Ford Motor Credit Co.	Corporate Obligations, 7.000% 4/15/15	**	10,750
	Ford Motor Credit Co.	Corporate Obligations, 7.000% 4/15/15	**	10,750
	Windstream Corp.	Corporate Obligations, 8.125% 8/01/13	**	10,700
	Teekay Offshore Partners , L.P.	Partnerships	**	10,640
	Ishares S&P Midcap 400 Index	Mutual Funds	**	10,637
	Regency Energy Partn	Corporate Obligations, 6.875% 12/01/18	**	10,625
	Regency Energy Partn	Corporate Obligations, 6.875% 12/01/18	**	10,625
	Iron Mountain, Inc.	Corporate Obligations, 7.750% 10/01/19	**	10,563
	Iron Mountain, Inc.	Corporate Obligations, 7.750% 10/01/19	**	10,563
	Monsanto Co.	Common Stock	**	10,511
	American Tower Corp	Corporate Obligations, 4.625% 4/01/15	**	10,423
	Ishares Barclays 1-3 Yr	Mutual Funds	**	10,420
	KKR Financial Conv	Corporate Obligations, 7.000% 7/15/12	**	10,325
	KKR Financial Conv	Corporate Obligations, 7.000% 7/15/12	**	10,325
	Schlumberger Ltd.	Common Stock	**	10,247
	Brascan Corp	Other Assets, 7.125% 6/15/12	**	10,241
	Alexco Resource Corp	Common Stock	**	10,215
	Starwood Ppty. Tr. Inc.	Common Stock	**	10,181
	Advanced Micro Conv	Corporate Obligations, 5.750% 8/15/12	**	10,100
	Verisk Analytics	Corporate Obligations, 4.875% 1/15/19	**	10,089

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	New Gold Inc.	Common Stock	**	10,080
	Transcanada Corp	Common Stock	**	9,826
	PIONEER DRILLING CO	Common Stock	**	9,680
	Teekay Corporation	Other Assets, 8.500% 1/15/20	**	9,625
	Teekay Corporation	Other Assets, 8.500% 1/15/20	**	9,625
	Vornado Rlty Conv	Common Stock	**	9,608
	Ferrell Gas Partners	Partnerships	**	9,485
	Teekay Offshore Partners , L.P.	Partnerships	**	9,310
	Ebay Inc.	Common Stock	**	9,099
	Fidelity Pacific Basin	Mutual Funds	**	9,013
	Fidelity Balanced Fund	Mutual Funds	**	9,009
	Ishares JP Morgan	Mutual Funds	**	9,000
	Gen Elec Corp	Common Stock	**	8,955
	Monsanto Co.	Common Stock	**	8,759
	Discovery Communication	Common Stock	**	8,483
	Exxon Mobil Corp	Common Stock	**	8,476
	Starwood Ppty. Tr. Inc.	Common Stock	**	8,330
	Targa Res Corp.	Common Stock	**	8,138
	Verisk Analytics	Common Stock	**	8,026
	Aurico Gold Inc	Common Stock	**	8,010

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	Fidelity Cap & Income	Mutual Funds	**	7,824
	Microsoft Corp	Common Stock	**	7,788
	Discovery Communication	Common Stock	**	7,540
	Fidelity Total Bond Portfolio	Mutual Funds	**	7,510
	Caterpillar Inc.	Common Stock	**	6,795
	Wisdomtree Emerging	Mutual Funds	**	6,615
	Fidelity Advantage Freedom	Mutual Funds	**	6,580
	Amgen Inc.	Common Stock	**	6,421
	Vanguard Intermediate	Mutual Funds	**	6,175
	Fidelity Select Gold	Mutual Funds	**	6,056
	Prime Steaks III, LLC	Partnerships	**	5,620
	Fidelity Global Balanced Fund	Mutual Funds	**	5,472
	Seaspan Corp 9.500%	Preferred Stock	**	5,460
	Equinix Inc.	Corporate Obligations, 8.125% 3/01/18	**	5,450
	Borg Warner Automotive Inc.	Common Stock	**	5,418
	Windstream Corp.	Corporate Obligations, 8.125% 8/01/13	**	5,350
	Brascan Corp	Other Assets, 7.125% 6/15/12	**	5,120
	Wisdomtree Small	Mutual Funds	**	5,085
	Advanced Micro Conv	Corporate Obligations, 5.750% 8/15/12	**	5,050
	Verisk Analytics	Corporate Obligations, 4.875% 1/15/19	**	5,045

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	NII Hldgs Inc. Conv.	Corporate Obligations, 3.125% 6/15/12	**	5,031
	NII Hldgs Inc. Conv.	Corporate Obligations, 3.125% 6/15/12	**	5,031
	Bank of America Corp	Common Stock	**	5,004
	Borg Warner Automotive Inc.	Common Stock	**	4,781
	Fidelity Select IT Services	Mutual Funds	**	4,575
	Cambrex Corp	Common Stock	**	3,770
	Primero Mining Corp	Common Stock	**	3,220
	Fidelity Advantage Freedom	Mutual Funds	**	3,097
	ENERGYSOLUTIONS INC	Common Stock	**	3,090
	Onebeacon US Holdings	Corporate Obligations, 5.875% 5/15/13	**	3,083
	Corning Inc.	Common Stock	**	2,985
	Ultra Petroleum Corp	Common Stock	**	2,963
	Fidelity Sch Str Strat Inc.	Mutual Funds	**	2,928
	Blackrock Muni Holdings	Mutual Funds	**	2,860
	Fidelity DVD Growth	Mutual Funds	**	2,833
	Charles River Laboratories	Common Stock	**	2,733
	Ishares Silver TR SB	Mutual Funds	**	2,694
	Fidelity Focused Fund	Mutual Funds	**	2,694
	Fidelity Trend	Mutual Funds	**	2,692
	Ishares Msci South Korea Index	Mutual Funds	**	2,613

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	Invesco Gold & Precious Mtls.	Mutual Funds	**	2,583
	Box Ships Incorporated	Common Stock	**	2,511
	Gramercy Capital Corp	Common Stock	**	2,500
	Fidelity OTC Portfolio Fund	Mutual Funds	**	2,430
	Fidelity International Fund	Mutual Funds	**	2,391
	Fidelity Select Materials Portfolio	Mutual Funds	**	2,176
	Ishares Inc Msci Singapore Index	Mutual Funds	**	2,112
	Cubist Pharmaceuticals Inc.	Common Stock	**	1,981
	Templeton Emerging Markets	Mutual Funds	**	1,786
	KKR Financial Holdings	Partnerships	**	1,746
	Ultrapar Participaco	Common Stock	**	1,720
	Fidelity Equity Income Fund	Mutual Funds	**	1,625
	Western Asset Global Partners	Mutual Funds	**	1,312
	Bank of America Corp	Common Stock	**	467
	Crocs Inc.	Common Stock	**	399
	Pacific Coast Natl Bancorp	Common Stock	**	15
				$ 34,107,043

* Indicates an identified person known to be a party-in-interest to the Plan.
** Cost has been omitted as investment is participant directed.

IMAGING HEALTHCARE SPECIALISTS, LLC 401(K) SALARY SAVINGS PLAN
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*	Participant Loans	Various Maturity Dates Interest rates 4.25% to 11.00%	$ -	$ 344,059

* Indicates an identified person known to be a party-in-interest to the Plan.

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

* See attached financial statements with auditor's report.