

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>SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>04/16/2002</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SIMPLIFI ESO LLC</u> <u>250 CIVIC CENTER DR SUITE 350</u> <u>COLUMBUS, OH 43215</u>	2b Employer Identification Number (EIN) <u>27-4777601</u> 2c Sponsor's telephone number <u>614-635-8679</u> 2d Business code (see instructions) <u>524290</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>10/04/2012</u>	<u>WILLIAM L. ROWLAND</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SIMPLIFI ESO LLC 250 CIVIC CENTER DR SUITE 350 COLUMBUS, OH 43215	3b Administrator's EIN 27-4777601 3c Administrator's telephone number 614-635-8679
--	---

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 LOGE GROUP, LLC.	4b EIN 20-1710976 4c PN 002	
5 Total number of participants at the beginning of the plan year	5	262
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	89
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	136
d Subtotal. Add lines 6a , 6b , and 6c	6d	225
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	225
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	181
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **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>SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SIMPLIFI ESO LLC</u>	D Employer Identification Number (EIN) <u>27-4777601</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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

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

COLUMBIA ONE FINANCIAL CENTER
MA5-515-14-01
BOSTON, MA 02111

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

DODGE & COX INC., DISTRIBUTOR

94-1441976

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

GUARDIAN INVESTOR SERVICES, LLC

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

METLIFE STABLE INVESTMENTS

485-B ROUTE ONE SOUTH
3RD FLOOR
ISELIN, NJ 08830

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PRINCIPAL FUNDS DISTRIBUTOR, INC.

1100 INVESTMENT BLVD
STE. 200
EL DORADO HILLS, CA 95762

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

VANGUARD

455 DEVON PARK DRIVE
WAYNE, PA 19087

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

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

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

ADP

22-1467904

(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 17 50 64 70 37	RECORD KEEPER	8652	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

EVERHART FINANCIAL GROUP, INC.

31-1440043

(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?
26 27	INVESTMENT ADVISOR	6209	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

ADP BROKER-DEALER

22-3319984

(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?
60 59 49 99 63	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
ADP BROKER-DEALER	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
COLUMBIA ONE FINANCIAL CENTER MA5-515-14-01 BOSTON, MA 02111	ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
DODGE & COX INC., DISTRIBUTOR	ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	
94-1441976		

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
ADP BROKER-DEALER	60 59	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.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
GUARDIAN INVESTOR SERVICES, LLC 388 MARKET STREET SAN FRANCISCO, CA 94111	ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	99	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.		
METLIFE STABLE INVESTMENTS 485-B ROUTE ONE SOUTH 3RD FLOOR ISELIN, NJ 08830	ANNUAL RATE 0.00650 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
ADP BROKER-DEALER	60 59	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.		
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
ADP BROKER-DEALER	60 59	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.		
PRINCIPAL FUNDS DISTRIBUTOR, INC. 1100 INVESTMENT BLVD STE. 200 EL DORADO HILLS, CA 95762	ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	---

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

A Name of plan SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SIMPLIFI ESO LLC	D Employer Identification Number (EIN) 27-4777601	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: METLIFE STBLE VALUE 75

b Name of sponsor of entity listed in (a): WILMINGTON TRUST COMPANY

c EIN-PN 26-0142858-094	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90514
--	--	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 SIMPLIFI ESO LLC		D Employer Identification Number (EIN) 27-4777601

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	192906	
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	71219	63595
	(9) Value of interest in common/collective trusts.....	1c(9)		90514
	(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)	5858607	4942637
	(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	6122732	5096746

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6122732	5096746
---	-----------	---------	---------

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)		
(B) Participants	2a(1)(B)	109105	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		109105
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5521	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5521
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	136885	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		136885
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-62487
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		189024

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1204431	
(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)		1204431
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10579	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10579
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1215010

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-1025986
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) ☒ 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: REA & ASSOCIATES, INC (2) EIN: 34-1310124

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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 SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SIMPLIFI ESO LLC				D Employer Identification Number (EIN) 27-4777601	
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): 57-1198022					
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): _____

Simplifi ESO, LLC
401(k) Retirement Savings Plan
(Formerly CBCA 401(k) Retirement Savings Plan)

Audited Financial Statements

December 31, 2011 and 2010



Rea & associates

www.reacpa.com

CONTENTS

	<u>PAGE</u>
Independent Auditor's Report.....	1
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to the Financial Statements	4 - 10
Supplemental Schedule - Schedule of Assets Held for Investment Purposes - Schedule H, line 4i	11

August 21, 2012

To the Plan Administrator of the
Simplifi ESO, LLC 401(k) Retirement Savings Plan

INDEPENDENT AUDITOR'S REPORT

We were engaged to audit the accompanying statements of net assets available for benefits of Simplifi ESO, LLC 401(k) Retirement Savings Plan (formerly CBCA 401(k) Retirement Savings Plan) as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2011. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 which was certified by Fidelity Management Trust Company and State Street Bank and Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions from May 31, 2011, to December 31, 2011, and that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2010, to May 30, 2011. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustees 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 the supplemental schedule taken as a whole. The supplemental schedule are presented for the purpose of additional analysis and are 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 the 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.

Rea & Associates, Inc.

Rea & Associates, Inc.

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS:		
INVESTMENTS, AT FAIR MARKET VALUE:		
Mutual funds	\$ 4,942,637	\$ 6,051,512
Common collective trust	90,514	-
	<u>5,033,151</u>	<u>6,051,512</u>
RECEIVABLES:		
Notes receivable from participants	<u>63,595</u>	<u>71,219</u>
TOTAL ASSETS	5,096,746	6,122,731
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 5,096,746</u></u>	<u><u>\$ 6,122,731</u></u>

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

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT 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:		
Contributions:		
Participants	\$ 109,105	\$ 133,549
Interest on notes receivable from participants	5,521	5,065
Investment income:		
Net (depreciation)/appreciation in fair value	(62,486)	552,082
Interest and dividends	<u>136,885</u>	<u>137,054</u>
TOTAL ADDITIONS	189,025	827,750
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	1,204,431	930,169
Administrative expenses	<u>10,579</u>	<u>9,899</u>
TOTAL DEDUCTIONS	<u>1,215,010</u>	<u>940,068</u>
NET DECREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	(1,025,985)	(112,318)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of the year	<u>6,122,731</u>	<u>6,235,049</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of the year	<u><u>\$ 5,096,746</u></u>	<u><u>\$ 6,122,731</u></u>

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

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF RETIREMENT PLAN

General

The Simplifi ESO, LLC 401(k) Retirement Savings Plan (formerly CBCA 401(k) Retirement Savings Plan) (the "Plan") is a 401(k) profit sharing plan which was formed for the purpose of providing retirement benefits to employees of Simplifi ESO, LLC. Simplifi ESO, LLC assumed the sponsorship and plan assets of CBCA, Inc. (the previous Plan Sponsor). Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

Eligibility

All employees of the Sponsor, with the exception of leased employees and independent contractors, become eligible to participate in the Plan on the first day of the month following reaching age 21. The Plan is subject to the provisions of ERISA.

Contributions

Each year, participants may elect to contribute a portion of their pretax annual compensation, subject to certain limitations under the Internal Revenue Code (IRC) and as defined in the Plan. The Plan also allows for Roth elective deferrals and catch-up contributions. Participants may also contribute amounts representing eligible direct rollovers from other qualified employee benefit plans.

The Plan provides for a matching contribution at the discretion of the Sponsor. During 2011 and 2010, the Sponsor did not elect to make any employer matching contributions. Contributions are subject to certain limitations pursuant to Section 401(k) of the Internal Revenue Code.

Participants Accounts

Each participant's account is credited with (a) the participant's elective deferral contribution, and if applicable, employer matching contribution, and participant rollover contributions, and (b) Plan investment earnings, and charged with an allocation of administrative expenses. Allocations are based on participants' earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan, which primarily include mutual funds with varying fund objectives and degrees of investment risk. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that these changes could materially affect the amounts reported in the statements of net assets available for benefits.

Vesting

Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the discretionary employers' matching contribution portion of their accounts is based on years of continuous service. The vesting schedule is as follows:

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF RETIREMENT PLAN (Continued)

Vesting (continued)

<u>Years of Service</u>	<u>Vesting Percentages</u>
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Loan fund. Loan terms range from one to five years or up to thirty years for the purchase of a primary residence. As of June 2011, only one loan may be outstanding per participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates currently range from 4.25% to 8.25%. Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may receive an amount equal to the value of the participant's vested interest in his or her account. The Plan also permits distributions due to hardship under certain circumstances.

Forfeitures

Forfeitures, if any, are used to reduce future employer contributions. At December 31, 2011 and 2010, unallocated forfeited amounts were \$9,040 and \$2,592, respectively. During the year ended December 31, 2011 and 2010, no forfeitures were utilized.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

The Metlife Stable Value Fund, a common collective trust, invests in fully benefit-responsive investment contracts. There are currently no redemption restrictions on these investments. Since these contracts are fully benefit responsive, these investments are reported at contract value, which approximates fair value. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses. There fair value of the investments was determined based on the quoted market values of the underlying investments, as the common collective trust itself is not actively traded on an exchange.

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 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 participant 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All expenses of maintaining the plan are paid by the Plan.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Company has considered activities through August 21, 2012, the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following is a summary of the plan's assets information as of December 31, 2011 and 2010, and for the years then ended, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustees that information provided to the Plan Administrator by the trustees is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations of Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (Continued)

	December 31,	
	2011	2010
Investments, at fair value:		
Mutual funds	\$ 4,942,637	\$ 6,051,512
Common collective trust	90,514	-
Notes receivable from participants	63,595	71,219

Fidelity Management Trust Company and State Street Bank and Trust Company also certified to the completeness and accuracy of the \$(62,486) and \$552,082 of net (depreciation) appreciation in fair value of investments and \$136,885 and \$137,054 of interest and dividends related to the aforementioned assets for the years ended December 31, 2011 and 2010.

NOTE 4: INVESTMENTS

The Plan's investments that represent five percent or more of the Plan's net assets available for benefit as of December 31, 2011 and 2010, are as follows:

	2011	2010
Vanguard Target Retire 2015	\$ 963,960	\$ - *
Vanguard Target Retire 2020	822,185	- *
Vanguard Target Retire 2030	786,224	- *
Vanguard Target Retire 2025	622,691	- *
Vanguard Target Retire Income	352,925	- *
Vanguard Target Retire 2040	331,561	- *
Fidelity Freedom 2015	- *	1,159,012
Fidelity Freedom 2030	- *	888,422
Fidelity Freedom 2020	- *	830,821
Fidelity Freedom 2025	- *	821,453
Fidelity Freedom 2035	- *	371,680
Fidelity Freedom 2010	- *	318,939

*Amount is presented for comparative purposes only

During the Plan years ended December 31, 2011 and 2010, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value by \$62,486 and appreciated in value by \$552,082, respectively, as follows:

	2011	2010
Mutual funds	\$ (63,812)	\$ 552,082
Common collective trusts	1,326	-
	<u>(62,486)</u>	<u>\$ 552,082</u>

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS

Accounting standards establish 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 are described below:

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.

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

Mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common collective trust: Valued at unit price as determined by the custodian 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.

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target-Date	\$ 4,112,955	\$ -	\$ -	\$ 4,112,955
Large Cap	203,964	-	-	203,964
Bond	155,334	-	-	155,334
Small Cap	130,857	-	-	130,857
Balanced	96,435	-	-	96,435
Mid Cap	88,981	-	-	88,981
International	65,510	-	-	65,510
Real Estate	54,107	-	-	54,107
World	33,537	-	-	33,537
Emerging Market	957	-	-	957
Common collective trust	-	90,514	-	90,514
Total investments at fair value	<u>\$ 4,942,637</u>	<u>\$ 90,514</u>	<u>\$ -</u>	<u>\$ 5,033,151</u>

Assets at Fair Value as of December 31, 2010

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mid/Large Cap Stock	\$ 5,274,518	\$ -	\$ -	\$ 5,274,518
Fixed Income	314,683	-	-	314,683
Money Market	192,906	-	-	192,906
International	187,600	-	-	187,600
Small Cap Stock	81,805	-	-	81,805
Total investments at fair value	<u>\$ 6,051,512</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,051,512</u>

NOTE 6: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments were shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company was the nondiscretionary trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 7: PLAN TERMINATION

Although the Plan sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan sponsor terminates the Plan, participants become fully vested in their accounts and are entitled to receive the full value of their account, including employer contributions and earnings thereon.

NOTE 8: TAX STATUS

The Plan has adopted a standardized form of a prototype plan sponsored by ADP, Inc. Prior to ADP, the Plan adopted a standardized form of a prototype plan sponsored by Fidelity Management & Research Company. The prototype plans have each applied for an opinion letter from the Internal Revenue Service as to the prototype plans' qualified status. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management 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 disclosure in the financial statements. There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 9: RISKS AND UNCERTAINTIES

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

SIMPLIFI ESO, LLC 401(k) RETIREMENT SAVINGS PLAN
(FORMERLY CBCA 401(k) RETIREMENT SAVINGS PLAN)

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2011

EIN: 20-1710976

Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Vanguard Target Retire 2015	Mutual fund	**	\$ 963,960
	Vanguard Target Retire 2020	Mutual fund	**	822,185
	Vanguard Target Retire 2030	Mutual fund	**	786,224
	Vanguard Target Retire 2025	Mutual fund	**	622,691
	Vanguard Target Retire Income	Mutual fund	**	352,925
	Vanguard Target Retire 2035	Mutual fund	**	331,561
	Vanguard Target Retire 2040	Mutual fund	**	233,409
	PIMCO Total Return Fund	Mutual fund	**	145,012
*	Fidelity Contrafund	Mutual fund	**	99,990
	American Funds Balanced R6	Mutual fund	**	96,435
	American Funds EuroPacific Growth R6	Mutual fund	**	65,510
	Columbia Acorn Fund Z	Mutual fund	**	56,265
	Principal RE Securities Institutional	Mutual fund	**	54,107
	American Funds AMCAP R6	Mutual fund	**	53,951
	Vanguard Small Cap Value Index	Mutual fund	**	45,200
	Vanguard Small Cap Growth Fund	Mutual fund	**	43,695
	RS Partners Fund Y	Mutual fund	**	41,962
	Dodge & Cox Stock Fund	Mutual fund	**	41,751
	Vanguard Selected Value Fund	Mutual fund	**	32,716
	American Funds World R6	Mutual fund	**	31,267
	Vanguard Intermediate Term Bond	Mutual fund	**	10,002
	Vanguard Total Stock Index	Mutual fund	**	7,293
	Templeton Global Bond A	Mutual fund	**	2,270
	American Funds Investors R6	Mutual fund	**	979
	Oppenheimer Developing Markets	Mutual fund	**	957
	American Funds High Income R4	Mutual fund	**	320
	Metlife Stable Value Fund	Common collective trust	**	90,514
		Subtotal		5,033,151
	Participant loans	(Interest ranging between 4.25% to 8.25% and maturing at various dates through 2016 secured by balance in participants' account)	**	63,595
		TOTAL		<u>\$ 5,096,746</u>

* Party-in-interest

** Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by State Street Bank and Trust Company, the trustee of the Plan.

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

Schedule C

Guide to ADP's preparation of your Form 5500 Schedule C

<u>Reporting how your retirement plan's Service Providers are paid</u>	2
<u>So what's this Guide about?</u>	2
<u>A reminder about our Schedule C information-collection methods</u>	2
<u>Figuring out which Service Providers to report</u>	2
<u>About Direct, Indirect, and Eligible Indirect Compensation</u>	3
<u>Estimates and allocations</u>	4
<u>About service/compensation codes and reportable relationships</u>	5
<u>Some practical limits on what ADP does for you</u>	5
<u>Failure to furnish information needed to complete Schedule C</u>	5
<u>Why you should read everything</u>	6
<u>Why you should keep records</u>	6
<u>Questions?</u>	6
<u>About this information</u>	6
<u>Appendix: Estimate and Allocation Methods</u>	6



Reporting how your retirement plan's Service Providers are paid

Filing an accurate and complete Form 5500 is your legal duty as your retirement plan's administrator. Schedule C of Form 5500 now requires much more information about Compensation received by your plan's Service Providers.

[Return to Top](#)

So what's this Guide about?

ADP Retirement Services ("ADP") wants you to understand what we did with the information we collected in order to present the Service Provider information on your Schedule C.

ADP has prepared Schedule C in accordance with the Schedule C Instructions. In particular, we want you to know about our work methods and assumptions in preparing Schedule C, as well as how we prepared estimates or allocations (if any). This booklet also contains further information about your responsibilities concerning your Schedule C.

In this Guide, we use specially capitalized words the same way they're explained in the booklet entitled "*Words defined for Schedule C reporting*" that we sent you earlier this year.

[Return to Top](#)

A reminder about our Schedule C information-collection methods

As explained in the booklet entitled "*Guide to Collecting and Providing Schedule C Service Provider Information to ADP*" that we sent you earlier this year, ADP either has in its records, or received, information about Compensation paid by ADP or its affiliates, received by ADP or its affiliates, received by a Service Provider for services you arrange through the ADP service offering, or paid from your plan's trust directly to a payee other than you. We also explained that you would need to ask for Compensation information from any Service Provider that you (as plan sponsor) paid if your plan's trust reimbursed you for that payment; that you hired on your own (not through the ADP service offering) for any service to your plan; that was an employee of your company; or that you, as a plan fiduciary, believed you should ask. Finally, the booklet discussed certain situations for which you might need to seek out additional Compensation information or collect information from your records.

To prepare your plan's Schedule C, we combined information in our records with information provided by Service Providers and Investment Fund groups whose Investment Funds are made available through the ADP service offering (this information is discussed in detail below) and information you provided in response to our previous request for Schedule C information.

It is important to understand that information provided by a Service Provider or reflected on Schedule C for reporting purposes may not be the same as compensation information provided to you by a service provider for disclosure purposes. Effective July 1, 2012, the Department of Labor's regulations under Section 408(b)(2) of ERISA require certain service providers to provide disclosure to plan fiduciaries about compensation they reasonably expect to receive. The information disclosed to you by service providers under the ERISA Section 408(b)(2) regulations and the reportable Compensation provided or reflected on Schedule C for reporting purposes may differ for a number of reasons. Among these are:

- reporting on Schedule C looks backward at what a service provider actually received over a specific reporting year, while disclosure under the ERISA Section 408(b)(2) regulations is prospective, reflecting what a service provider reasonably expects to receive going forward; and
- the group of Service Providers whose compensation is covered by the Schedule C reporting requirements is broader than the group of covered service providers whose expected compensation must be disclosed under the ERISA Section 408(b)(2) regulations; and
- the thresholds for Schedule C reporting and the thresholds for disclosure under the ERISA Section 408(b)(2) regulations are different.

[Return to Top](#)

Figuring out which Service Providers to report

Schedule C doesn't require you to report on every Service Provider. Service Providers that receive Compensation less than a specified amount may be omitted.

In applying thresholds to what does or doesn't need to be reported on your Schedule C, ADP used the following aggregation approach.

\$5,000 THRESHOLD FOR INCLUSION ON SCHEDULE C

ADP looked at a Service Provider's total Compensation from a plan – counting Direct Compensation, Eligible Indirect Compensation, and Non-eligible Indirect Compensation. (Remember, for Schedule C reporting purposes, Compensation doesn't include any amount your company paid to a Service Provider using your company's money if your company wasn't reimbursed from your plan's assets for the payment.) We generally did not include on your Schedule C report any Service Provider that received less than \$5000 in total Compensation. However, if any Compensation was reported to us as a formula, we assumed, in accordance with the Schedule C instructions, that the \$5,000 threshold was met.

In addition, if the Compensation information provided to ADP indicated that a Service Provider (which may have provided services through one or more affiliates) received compensation under more than one Employer Identification Number ("EIN"), ADP aggregated the compensation received under all of these EINs to see whether it exceeded \$5,000. If it did, we treated the Service Provider as having received compensation over the \$5000 threshold that should be reported, and reported the compensation by separate EINs (treating each EIN as a Service Provider), even if the compensation reported for an EIN was less than \$5,000. In performing this review, we generally didn't aggregate amounts paid from Investment Funds to an Investment Fund's manager or distributor affiliated with a Service Provider, unless the Service Provider specifically reported such amounts to ADP as part of its Compensation for plan services. We also did not aggregate EINs in determining whether a Service Provider *only* received Eligible Indirect Compensation.

\$1,000 THRESHOLD FOR DETAILED REPORTING OF A KEY SERVICE PROVIDER'S INDIRECT COMPENSATION

ADP looked only at Non-eligible Indirect Compensation.

We show each Key Service Provider (by EIN) that received Indirect Compensation of more than \$1,000 from one source. If any Compensation received by a Key Service Provider from a single source was reported to us as a formula, we assumed the \$1,000 threshold was met, in accordance with the Schedule C instructions. ADP didn't aggregate Service Providers operating under more than one EIN to count whether Indirect Compensation was more than this \$1,000 threshold.

[Return to Top](#)

About Direct, Indirect, and Eligible Indirect Compensation

The following subparts describe some work methods we use in putting information about different kinds of Compensation on your Schedule C.

DIRECT COMPENSATION PAID FROM YOUR PLAN'S TRUST

We put on your Schedule C all payments of Direct Compensation (payments from your plan's trust to a Service Provider) in ADP's records, provided the Service Provider that received the Direct Compensation exceeded the thresholds for inclusion on Schedule C. Where ADP has collected Compensation from your Plan for a Service Provider and paid that Compensation over to the Service Provider, we have reported the payments as Direct Compensation from your plan to the Service Provider. Direct Compensation is reported based on your plan year.

If, during the plan year being reported, you (as plan sponsor) made a payment to a Service Provider out of your own assets and your plan's trust reimbursed you for this payment, you must report this reimbursed payment on Schedule C as a payment of Direct Compensation from your plan to the Service Provider. As we explained in the "*Guide to Collecting and Providing Schedule C Service Provider Information to ADP*" sent to you earlier this year, while ADP's records show the amount of such a payment in this situation, our records don't show which Service Provider you paid, and they don't contain all information needed to report these payments as payments to the Service Provider. If you provided this information to ADP as we requested, we have used

it in reflecting Direct Compensation on your plan's Schedule C. If not, you should provide this information to ADP so that your Schedule C will accurately reflect these Direct Compensation payments as received by your Service Provider instead of by you.

ABOUT INDIRECT COMPENSATION

Indirect Compensation generally

ADP used the calendar year ending with or within the plan year to compile Indirect Compensation information from our records. We asked the Service Providers that provided Indirect Compensation information directly to ADP (including Investment Funds made available through the ADP service offering) to provide Indirect Compensation data based on the calendar year. The forms we provided to you to help you collect information from other Service Providers also requested information based on the calendar year.

Indirect Compensation that ADP pays

In some circumstances, ADP makes payments to other Service Providers in connection with services provided to your plan. If we make such a payment, we do so from ADP's assets, which might include ADP's revenue from you or your plan. If the applicable requirements for Schedule C reporting were met, we put the payments on Schedule C as Indirect Compensation that ADP paid to that Service Provider. (But see above regarding payments collected by ADP from your plan's trust if ADP merely paid those amounts over to the Service Provider.)

ABOUT ELIGIBLE INDIRECT COMPENSATION

Some kinds of Indirect Compensation are eligible for limited reporting on Schedule C; the Department of Labor calls this Eligible Indirect Compensation. For Indirect Compensation to be Eligible Indirect Compensation or "EIC", it must be the right kind of Indirect Compensation, and you must have received the right disclosures. (For more background, read ADP's "*Words defined for Schedule C reporting*" and "*Eligible Indirect Compensation Disclosures for Form 5500 Schedule C filers*".) ADP has used the simplified reporting approach available for EIC in preparing Schedule C for your plan wherever possible.

To see ADP's EIC disclosures (if any) and the disclosures that Service Providers and Investment Fund groups made available through the ADP service offering furnished to us to forward to you, see the booklet entitled "*Eligible Indirect Compensation Disclosures for Form 5500 Schedule C Filers*". Also read that booklet to understand the assumptions ADP has used about whether to treat a Compensation item as EIC when preparing your Schedule C. If you directed ADP to treat certain Indirect Compensation as EIC based on disclosures provided directly to you by a Service Provider you contacted, ADP has followed your direction.

Other than its own Indirect Compensation, ADP has **not** reviewed any Service Provider's or Investment Fund group's characterization of any Indirect Compensation as EIC. ADP likewise has not reviewed any of these disclosures other than its own to check for accuracy or completeness in terms of what an EIC disclosure has to contain. For our preparation of a Schedule C, we relied on the Service Providers and Investment Fund groups to make these characterizations and to provide EIC disclosures that they believe are sufficient, accurate, and complete.

While we have assumed each Service Provider's or Investment Fund group's disclosures in the EIC disclosure booklet are sufficient to allow simplified reporting of EIC, you must make this decision yourself. If you decide a particular disclosure is not sufficient, you'll need to request more information from the Service Provider or Investment Fund group before you sign your Form 5500. Unless you instruct us differently, ADP assumes that you approve treating each Indirect Compensation item covered by these disclosures as EIC in preparing your Schedule C. If you decide that any Indirect Compensation item covered by a Service Provider's or Investment Fund group's EIC disclosure should not be treated as EIC, you must give ADP detailed instructions about exactly what you want to put on Schedule C.

If ADP is listed on a Schedule C as a person furnishing disclosures relating to Compensation as Eligible Indirect Compensation, ADP does **not** make any representation about the accuracy or completeness of information that was prepared by a person other than ADP. This includes information about Investment Funds and about Compensation that relates to Investment Funds.

ABOUT COMPENSATION AMONG AFFILIATES AND SUBCONTRACTOR PAYMENTS

ADP, Inc. may use affiliates and divisions, including ADP Broker-Dealer, Inc., to perform services for your plan. ADP, Inc. and its affiliates may make “intra-company” payments to one another. ADP also may use the services of subcontractors in the course of performing certain services for your plan or, in limited circumstances, act as a subcontractor to another Service Provider to your plan. Under the Schedule C Instructions’ bundled-reporting exception, payments between affiliates or to a subcontractor need not be reported on Schedule C except in certain specific situations. ADP’s preparation of your Schedule C doesn’t report payments between or among ADP, Inc. and its affiliates or subcontractor payments unless specifically required. Other Service Providers also may have applied the bundled-reporting exception in providing their Compensation information.

[Return to Top](#)

Estimates and allocations

Some Compensation amounts we put on your Schedule C might reflect an estimate or an allocation to your plan of a share of a larger amount of Compensation that isn’t attributable only to your plan. While the assumptions used in preparing an estimate and any allocation methods used need not be reported on Schedule C itself, they must be disclosed to you. Our allocation methods and any provided to ADP by Service Providers whose services are made available through the ADP service offering are described in an Appendix at the end of this booklet. The Appendix might include information provided by Service Providers your plan didn’t use. You need only review information provided by Service Providers your plan used in the reporting year.

[Return to Top](#)

About service/compensation codes and reportable relationships

Schedule C requires service and compensation codes for each Service Provider. (A list of these codes was provided to you when we sent you materials to use in collecting Schedule C information.) In preparing your Schedule C, ADP first used any codes provided by you or the Service Provider in question. If you and the Service Provider didn’t provide any codes, we have included service and compensation codes based on what ADP knows about what the Service Provider does for your plan and the Service Provider’s Compensation. Also, we assume that a Service Provider doesn’t have a reportable relationship to an employer, employee organization, or a party-in-interest regarding your plan, unless you or a Service Provider instruct us with specific information.

You must review the service and compensation codes, and whether there’s a relationship to be reported. If you wish to change any entries, you must give ADP detailed instructions about exactly what you want to put on Schedule C. As with everything in Schedule C and Form 5500, you’re responsible for your report.

[Return to Top](#)

Some practical limits on what ADP does for you

The Compensation information ADP put on your plan’s Schedule C is based on information in ADP’s records, information furnished to us by unaffiliated Service Providers and Investment Fund groups, or furnished by you, our client.

For information about ADP’s Compensation, we believe that the information we put on Schedule C is accurate and complete to the best of ADP’s knowledge. For every other Service Provider’s Compensation or Compensation paid from an Investment Fund, if we used information in our records, it is accurate to the best of our knowledge and we relied on the service provider to tell us if it was complete. If ADP used information furnished by others, we relied on those others as to the accuracy or completeness of the information they provided without performing our own review.

As explained above, ADP has relied on you to request information from certain Service Providers. ADP used each Service Provider information form you sent us in preparing your plan’s Schedule C. If you didn’t send us a form or forms in response to our information request earlier this year, we assume you concluded there is nothing to report.

[Return to Top](#)

Failure to furnish information needed to complete Schedule C

In the unlikely event a Service Provider fails or refuses to provide you information needed to complete Schedule C, Schedule C asks you to identify the Service Provider and explain what information the Service Provider failed or refused to furnish.

Please Note: The instructions to Schedule C include a reminder to Plan Administrators that “before identifying a Fiduciary or Service Provider as a person who failed or refused to provide information, you should contact the Fiduciary or Service Provider to request the necessary information and tell them that you will list them on the Schedule C as a Fiduciary or Service Provider who failed or refused to provide information if they do not provide the necessary information.”

ADP’s preparation of a Schedule C doesn’t name any Service Provider as having failed to furnish necessary information. If you decide that a Service Provider failed to furnish necessary information (and that the failure wasn’t excused with a good-faith disclaimer), you must instruct ADP about exactly what you want to put on this part of Schedule C.

[Return to Top](#)

Why you should read everything

While ADP prepares your Schedule C, you as your plan’s administrator sign and file your Form 5500, and are responsible for its accuracy and completeness. Also, the Department of Labor expects you to review your plan’s expenses periodically to find at least that all direct and indirect fee arrangements are appropriate, and that each Service Provider receives no more than reasonable compensation for the service that it provides. Reading carefully the information reported on Schedule C can help you meet these duties.

[Return to Top](#)

Why you should keep records

ERISA § 107 requires everyone that’s required to file a Form 5500 to keep at least enough records to support everything reported in the Form 5500 (including a decision about what need not be reported). You must keep these records for at least six years after the filing date.

Example: If you file your plan’s 2010 calendar-plan-year Form 5500 on October 15, 2011, you must keep records to support that 2010 report until at least October 15, 2017.

A failure to keep records as required is an ERISA violation.

[Return to Top](#)

Questions?

If you have a question or want more information, please contact your ADP Retirement Services Client Services Team.

[Return to Top](#)

About this information

ADP Retirement Services provides information (but not advice) to help people use retirement plans. This overview isn’t a substitute for getting your own advice. Any information is only a summary, and can’t consider your specific situation. All examples are solely for illustration. Any characters or “facts” portrayed are imaginary, and any resemblance to real-life persons or facts is coincidental and not intended.

This overview includes some explanations about relevant law as of the date we prepared it. Although we’ve tried to be careful, we don’t warrant the accuracy or completeness of any information. You should consider that the law could change at any time. We don’t give accounting, tax, or legal advice. If you need advice, you should consult your legal advisor.

ADP is not responsible for any information from a source other than ADP.

[Return to Top](#)

Appendix: Estimate and Allocation Methods

Some items of reportable Indirect Compensation paid by ADP to, or received by ADP from, other Service Providers in connection with your Plan may be fixed fees or per-transaction charges based on transactions or services involving multiple plans. ADP estimates the dollar amount of such Indirect Compensation that is reportable with respect to your Plan by dividing the total dollar amount paid by the number of Plans as of December 31 benefitting from the transactions or services.

Some items of reportable Indirect Compensation ADP pays to or receives from other Service Providers in connection with your Plan may be expressed in dollars and determined based on the assets of multiple plans. ADP estimates the dollar amount of such Indirect Compensation that is reportable with respect to your Plan based on the value of your Plan's assets to which the compensation is attributable compared to the total assets to which the compensation is attributable as of December 31.

If ADP estimates reportable Indirect Compensation paid in connection with multiple plans on behalf of another Service Provider, we use these same methods.

* * * * *

If a Service Provider has utilized an estimate or allocation in providing Compensation information and provided an explanation of its methodology to ADP, that explanation is set forth below:

ADP has not received any estimate or allocation methodology explanations as part of the Compensation information provided to ADP by Service Providers.

[Return to Top](#)

ADP Retirement Services

71 Hanover Road
Florham Park, NJ 07932



IN THE BUSINESS OF YOUR SUCCESSSM

ADP and the ADP Logo are registered trademarks of ADP, Inc. *In the Business of Your Success* is a service mark of ADP, Inc. All other trademarks and service marks are the property of their respective owners. 99-2183-0512. Printed in USA © 2012 ADP, Inc.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN

EIN: 27-4777601

Plan Sponsor's Name SIMPLIFI ESO LLC

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TOTAL STOCK MARKET	REGISTERED INVESTMENT COMPANY		7,293
	VANGUARD SM CAP VAL INDEX -INV	REGISTERED INVESTMENT COMPANY		45,200
	PIMCO TOTAL RETURN - ADMIN	REGISTERED INVESTMENT COMPANY		145,011
	DODGE & COX STOCK FUND	REGISTERED INVESTMENT COMPANY		41,751
	VANGUARD SM CP GR IDX INV	REGISTERED INVESTMENT COMPANY		43,695
	AMERICAN FUNDS EUROPAC GRO- R6	REGISTERED INVESTMENT COMPANY		65,510
	AMERFUNDS AMER BALANCED - R6	REGISTERED INVESTMENT COMPANY		96,435

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN

EIN: 27-4777601

Plan Sponsor's Name SIMPLIFI ESO LLC

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	OPPEN DEVELOP MARKETS - Y	REGISTERED INVESTMENT COMPANY		957
	AMERICAN FNDS FUNDAMENT INV R6	REGISTERED INVESTMENT COMPANY		979
	AMF AMCAP R6	REGISTERED INVESTMENT COMPANY		53,951
	AMF AMERICAN HIGH INCOME - R6	REGISTERED INVESTMENT COMPANY		320
	PRINCIPAL RE SECURITIES I	REGISTERED INVESTMENT COMPANY		54,107
	RS PARTNERS FUND Y	REGISTERED INVESTMENT COMPANY		41,962
	VAN INTERM TERM BD IDX SIGNAL	REGISTERED INVESTMENT COMPANY		10,002

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN

EIN: 27-4777601

Plan Sponsor's Name SIMPLIFI ESO LLC

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	TEMPLETON GLOBAL BOND FUND - A	REGISTERED INVESTMENT COMPANY		2,269
	FIDELITY CONTRAFUND	REGISTERED INVESTMENT COMPANY		99,990
	VANGUARD TARGET RET 2020	REGISTERED INVESTMENT COMPANY		822,185
	VANGUARD TARGET RET 2040	REGISTERED INVESTMENT COMPANY		233,409
	VANGUARD TARGET RET 2030	REGISTERED INVESTMENT COMPANY		786,224
	VANGUARD RETIREMENT INC - INV	REGISTERED INVESTMENT COMPANY		352,925
	VANGUARD TARGET 2015 - INV	REGISTERED INVESTMENT COMPANY		963,960

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SIMPLIFI ESO LLC 401(K) RETIREMENT SAVINGS PLAN

EIN: 27-4777601

Plan Sponsor's Name SIMPLIFI ESO LLC

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TARGET RET 2025 - INV	REGISTERED INVESTMENT COMPANY		622,691
	VANGUARD SELECTED VALUE - INV	REGISTERED INVESTMENT COMPANY		32,716
	VANGUARD TARGET RET 2035 - INV	REGISTERED INVESTMENT COMPANY		331,561
	AMFUNDS CAP WRLD GR INC - R6	REGISTERED INVESTMENT COMPANY		31,267
	COLUMBIA ACORN Z	REGISTERED INVESTMENT COMPANY		56,265
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 8.25%)		63,595
	METLIFE STBLE VALUE 75	COMMON/COLLECTIVE TRUST		90,514