Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SUHM SPRING WORKS, INC. 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

SUHM SPRING WORKS, INC.

2710 MCKINNEY
HOUSTON, TX 77003

2b Employer Identification Number (EIN) 74-1359481

2c Sponsor's telephone number 713-224-9293

2d Business code (see instructions) 332610

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	TYE WOMACK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SUHM SPRING WORKS, INC.

2710 MCKINNEY
HOUSTON, TX 77003

3b Administrator's EIN
74-1359481

3c Administrator's telephone number
713-224-9293

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	161
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**	121
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	162
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	163
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	160
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SUHM SPRING WORKS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUHM SPRING WORKS, INC.

D Employer Identification Number (EIN)
74-1359481

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHY003	163	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
18982	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL CORPORATION
9785 TOWNE CENTRE DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
18982	0		3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	707516
5	Current value of plan's interest under this contract in separate accounts at year end	5	5493198

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	532920
c	Additions: (1) Contributions deposited during the year	7c(1)	77765		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	17648		
	(4) Transferred from separate account	7c(4)	104830		
	(5) Other (specify below)	7c(5)	633		
	▶ *				
	(6) Total additions			7c(6)	200876
d	Total of balance and additions (add **b** and **c(6)**).			7d	733796
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	77504		
	(2) Administration charge made by carrier	7e(2)	205		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	77709
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	656087

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
SUHM SPRING WORKS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUHM SPRING WORKS, INC.

D Employer Identification Number (EIN)
74-1359481

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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 64 65 66 72	SERVICE PROVIDER	500	Yes [X] No [ ]	Yes [X] No [ ]	42686	Yes [ ] No [X]

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

AMERICAN FUNDS

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	15147	Yes [ ] No [X]

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

ING MUTUAL FUNDS

95-4516049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	13941	Yes [ ] No [X]

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

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

COLUMBIA WANGER ASSET MANAGEMENT

93-0577450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	9635	Yes [ ] No [X]

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

ING FINANCIAL ADVISERS, LLC

06-1375177

(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?
63	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	5250	Yes [ ] No [X]

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	8643

(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.
AMERICAN FUNDS CAPWLD G & I R4 95-1411037	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	6283

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
COLUMBIA WANGER ASSET MANAGEMENT	28 52	9635

(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 DIVERSIFIED EQTY INC FND R 41-1670473	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

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
ING FINANCIAL ADVISERS, LLC	63	2644

(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.
AMERICAN FUNDS CAPWLD G & I R4 95-1411037	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	2304

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 66	5784

(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.
AMERICAN FUNDS CAPWLD G & I R4 95-1411037	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

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
ING LIFE INSURANCE AND ANNUITY CO.	60 66	5088

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 66	8397

(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 DIVERSIFIED EQTY INC FND R 41-1670473	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 66	4670

(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 VIP CONTRAFUND PORT I 04-3247643	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

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
ING LIFE INSURANCE AND ANNUITY CO.	64	3086

(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.
ING FIXED ACCOUNT 71-0294708	RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65 66	4742

(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.
ING JPMORGAN SM CP CORE EQ PRT SRV 02-0558352	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 66	1809

(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.
ING MONEY MARKET PORTFOLIO I 06-0920532	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

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
ING LIFE INSURANCE AND ANNUITY CO.	60 66	3586

(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.
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65 66	1403

(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.
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 63	5566

(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.
ING JPMORGAN SM CP CORE EQ PRT SRV 02-0558352	INVESTMENT MANAGEMENT 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52	1617

(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.
ING MONEY MARKET PORTFOLIO I 06-0920532	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	2918

(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.
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1523

(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.
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	1010
(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.	
ING SOLUTION 2045 PORTFOLIO SRV 20-2456138	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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
SUHM SPRING WORKS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUHM SPRING WORKS, INC.

D Employer Identification Number (EIN)
74-1359481

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: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) 5493198

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)

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
SUHM SPRING WORKS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUHM SPRING WORKS, INC.

D Employer Identification Number (EIN)
74-1359481

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5559484	5493198
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	532920	656087
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	6092404	6149285
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6092404	6149285

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)	416602	
	(B) Participants	2a(1)(B)	324957	
	(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)		741559
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)		
	(F) Other	2b(1)(F)	17648	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		17648
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		-224210
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		534997
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	477616	
(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)		477616
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)	500	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		500
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		478116
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		56881
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GAINER DONNELLY & DESROCHES (2) EIN: 76-0355510

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**	X		8136
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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
SUHM SPRING WORKS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUHM SPRING WORKS, INC.

D Employer Identification Number (EIN)
74-1359481

Part I Distributions

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

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

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

EIN(s): 71-0294708

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SUHM SPRING WORKS, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2011 AND 2010

GAINERDONNELLY&DESROCHES

SUHM SPRING WORKS, INC. 401(k) PLAN

TABLE OF CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits – Modified Cash Basis 2

Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis 3

Notes to the Financial Statements 4

SUPPLEMENTAL SCHEDULES

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions 12

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 13

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of the
Suhm Spring Works, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits - modified cash basis of Suhm Spring Works, Inc. 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4(a) - Schedule of Delinquent Participant Contributions, and (2) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2011. These financial statements and supplemental schedules 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 7, which was certified by ING Life Insurance and Annuity Company ("ING"), the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that ING holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from ING as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan Administrator by ING is complete and accurate.

As described in Note 2 and as permitted under the Department of Labor's Rules and Regulations, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes 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 supplemental schedules, other than that derived from the information certified by ING, 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.

Gainer, Donnelly & Desroches, LLP

October 5, 2012

SUHM SPRING WORKS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
DECEMBER 31, 2011 AND 2010

ASSETS

	2011	2010
INVESTMENTS AT FAIR VALUE:		
Pooled Separate Accounts	$ 5,493,198	$ 5,559,484
Guaranteed Interest Accounts	707,516	538,660
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	6,200,714	6,098,144
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(51,429)	(5,740)
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,149,285	$ 6,092,404

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

SUHM SPRING WORKS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
FOR THE YEAR ENDED DECEMBER 31, 2011

INCREASES IN NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
Investment Activities:		
Interest Income	$	17,648
Net Depreciation in Fair Value of Investments		(224,210)
Net Decreases from Investment Activities		(206,562)
Contributions:		
Participant		324,957
Employer Matching		66,602
Profit Sharing		161,473
Safe Harbor		188,527
Total Contributions		741,559
Distributions to Participants		(477,616)
Administrative Expenses		(500)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		56,881
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		6,092,404
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	6,149,285

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

SUHM SPRING WORKS, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – PLAN DESCRIPTION

The following description of the Suhm Spring Works, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Summary Plan Description or the Plan Document for a complete explanation of the Plan's provisions. The Plan Document is controlling at all times. The Plan is sponsored by Suhm Spring Works, Inc. (the "Company" or "Plan Administrator") for the benefit of its employees.

General

The Plan was established with an effective date of January 1, 1994, and was amended on January 1, 2009 to adopt a prototype plan sponsored by ING Life insurance and Annuity Company ("ING" or the "Custodian"). The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All employees who have completed one year of service, as defined in the Plan Document, are eligible to participate in the Plan.

Participant Accounts

Separate accounts are maintained for each participant. Participant accounts are credited with salary contributions, rollover contributions, an allocation of Company contributions and forfeitures, investment earnings and losses, and adjusted for withdrawals and transfers among investment options.

Contributions

Participants may elect to defer from two to fourteen percent of compensation, up to $16,500 during 2011, by requesting the Company to contribute such amounts to the Plan on their behalf (salary deferral contributions). Additionally, participants who are at least 50 years of age by December 31, 2011 are permitted to make catch-up contributions up to $5,500 for 2011. The Company matches 25% of the participants' contributions of up to 6% of compensation. The Company may also make a discretionary profit sharing contribution out of current or accumulated net profits. Participants can rollover contributions representing distributions to participants from other qualified defined benefit or contribution plans.

The Plan also includes a safe harbor employer contribution clause whereby the Company will make a non-elective contribution in the amount equal to 3% of compensation for all eligible employees. Participants are 100% vested in these contributions; however, these contributions may not be used for a hardship withdrawal.

Vesting

Contributions from participant compensation deferrals are fully vested at all times. Company matching contributions and profit sharing contributions become 20% vested for each year of service beginning with the second year until 100% vested after six years of service. Participants are automatically vested in Company contributions upon death, disability or retirement.

Distribution of Benefits

Upon termination of employment, retirement, disability, or death, a participant or their beneficiary may elect to receive a lump-sum distribution based on the valuation of the participant's account as of the date of termination.

NOTE 1 – PLAN DESCRIPTION – CONTINUED

Forfeitures

Forfeitures arise when participants terminate employment before being fully vested in matching and discretionary Company contributions. Such forfeitures are allocated to all participants eligible to share in the matching and discretionary allocations in the same proportion as each participant's compensation for the year. During the year ended December 31, 2011, forfeitures allocated to eligible participants totaled $6,419. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $964 and $6,419.

Withdrawals

Participants are able to make withdrawals from employee contributions for financial hardship and qualifying emergencies, within guidelines established by Treasury Regulation. A participant may make unrestricted withdrawals of his employee contributions and vested Company contributions on or after age 59½. Withdrawals of rollover are permitted only when the participant is otherwise entitled to a distribution under the Plan.

Loans

The Plan does not provide for loans to participants.

Investment Options

Upon enrollment in the Plan, participants may allocate their account balances and contributions among the various investment options provided under the Plan. Participants may change their investment elections as often as they like, as well as transfer existing monies between investment options.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting; consequently, certain revenues and the related assets are recognized when received rather than when earned and certain expenses and related liabilities are recognized when paid rather than when incurred.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments at year end are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net change in the fair value of investments is reported in the statement of changes in net assets available for benefits - modified cash basis in the period of the change. See Note 4 for further discussion of fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Investment Valuation and Income Recognition - Continued

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits - modified cash basis presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive contracts from fair value to contract value. The statement of changes in net assets available for benefits - modified cash basis is presented on a contract value basis.

Fees and Expenses

Certain administrative services are provided by the Company with minimal cost to the Plan.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Reclassifications

Certain reclassifications have been made to the 2010 statement of net assets available for benefits with the respect to investments in order to conform to the 2011 presentation. Such reclassification had no effect on previously reported total net assets available for benefits.

Subsequent Events

The Plan's management has evaluated subsequent events through the date the financial statements were available for issuance on October 5, 2012. No matters were identified affecting the accompanying financial statements.

NOTE 3 – INVESTMENT IN INSURANCE CONTRACTS

As of December 31, 2011, the Plan maintained one Guaranteed Insurance Contract ("GIC") related investment option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit responsive. As of December 31, 2011 and 2010, the contract value of the investment in the ING Fixed Account is $656,087 and $532,920, respectively.

The average yield based on actual earnings for the contract was 3.00% and 3.15% for the years ended December 31, 2011 and 2010. The crediting interest rates to participants for the contract as of December 31, 2011 and 2010 were 3.00% and 3.15%, respectively. The guaranteed minimum crediting interest rate for the contract for the years ended December 31, 2011 and 2010 was 3.00%. ING makes this guarantee, and although ING may credit a higher interest rate, the credited rate will never fall below the lifetime guaranteed minimum of 3.00%.

NOTE 3 – INVESTMENT IN INSURANCE CONTRACTS – CONTINUED

ING's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan) (ii) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

ING, GIC issuer, has the option to payout the current value of the contract only after completion of five contract years.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan measures and reports certain assets and liabilities at fair value and within a hierarchal disclosure framework which prioritizes and ranks the level of observable inputs used in measuring fair value. At each financial statements date, the Plan performs an analysis of all assets and liabilities subject to fair value measurements.

The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs, excluding those included in Level 1, are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets and liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of 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.

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

NOTE 4 – FAIR VALUE MEASUREMENTS – CONTINUED

Pooled separate accounts are reported at NAV as calculated by the pooled separated account based upon the value of the securities held by the pooled separate account and are included in Level 2. The GIC is reported based upon observable inputs, including the Plan's assumptions as to what market participants would use in pricing such instruments. The money market portfolio and GIC are included in Level 2.

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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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:

	Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
December 31, 2011:			
Pooled Separate Accounts:			
Balanced Funds (4)	$ -	$ 52,533	$ -
Bond Funds (2)	-	686,451	-
International Stock Funds (8)	-	1,029,415	-
Large Cap Value (5)	-	1,466,075	-
Large Cap Growth (6)	-	807,383	
Mid-Cap Blend Funds (7)	-	156,940	-
Moderate Allocation Funds (3)	-	1,773	-
Real Estate Funds (7)	-	22,270	-
Small Cap Blend Funds (7)	-	451,444	-
Target Maturity Funds (3)	-	301,751	-
Equity Precious Metals (7)	-	11,118	-
Conservative Allocation (3)	-	2,571	-
World Bond (2)	-	19,262	-
Money Market Portfolio (1)	-	484,212	-
Guaranteed Investment Contract (1)	-	707,516	-
Total Assets at Fair Value	$ -	$ 6,200,714	$ -

NOTE 4 – FAIR VALUE MEASUREMENTS – CONTINUED

December 31, 2010:

Pooled Separate Accounts:			
Balanced Funds (4)	$ -	$ 18,906	$ -
Bond Funds (2)	-	514,543	-
International Stock Funds (8)	-	1,126,173	-
Large Cap Value (5)	-	1,630,304	-
Large Cap Growth (6)	-	972,459	
Mid-Cap Blend Funds (7)	-	141,313	-
Moderate Allocation Funds (3)	-	455	-
Real Estate Funds (7)	-	516	-
Small Cap Blend Funds (7)	-	458,424	-
Target Maturity Funds (3)	-	274,575	-
Money Market Funds (1)	-	421,816	-
Guaranteed Investment Contract (1)	-	538,660	-
Total Assets at Fair Value	$ -	$ 6,098,144	$ -

The pooled separate accounts have been classified based on the general characteristic of the investment focus and strategy with further clarification below:

(1) These classes are invested in conservative investment options that seek to hold the principle value of an investment stable through all market conditions.
(2) This class represents investments in actively managed pooled separate accounts with investments in a variety of fixed income investments which may include corporate bonds, mortgages, government bonds, preferred stock, foreign or convertible bonds.
(3) These classes are invested in a combination of aggressive stock, international stock, large-company stock, government bond, foreign bonds or money markets.
(4) These investments seek balance between growth of principal and current income which may include combination of stocks and bonds.
(5) These investments seek long-term capital growth and income by investing in stocks of larger companies. These funds generally exhibit lower level of price volatility.
(6) These investments are invested in primarily large U.S. companies that are growing rapidly. Fund emphasizes growth stocks with little to no dividends.
(7) These investments use growth value, or a blend of both to seek capital appreciation by investing in stocks of small to medium size companies. The narrow focus of these investments increases risk and volatility of these funds.
(8) These investments use foreign large value, foreign large blend, foreign large growth, foreign small/mid value or foreign small/mid growth investment styles. These funds invest outside the U.S. International investing provide greater diversification of risk however, foreign investing involves additional risk not present in the U.S. securities.

NOTE 5 – TAX STATUS

The Plan uses a prototype plan sponsored by ING. ING received a determination letter from the Internal Revenue Service, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the plan's tax counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to terminate the Plan, the Company has the right to do so at any time. In the event of termination of the Plan, all amounts credited to a participant's account become fully vested and the Plan assets are to be distributed according to provisions specified in the Plan document.

NOTE 7 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

At December 31, 2011 and 2010, the Plan's investments were held by the Custodian. The following is a summary of the Plan's financial information that is included in the financial statements and supplemental schedules based on information certified by the Custodian as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Investments that represent five percent or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
American Funds Capital World Growth and Income R4	$ 999,091	$ 1,066,421
Columbia Diversified Equity Income	825,219	1,068,670
American Funds The Growth Fund of America R4	807,383	972,459
ING Fixed Account (at Contract Value)	656,087	532,920
Fidelity VIP Contrafund Portfolio I	640,856	561,634
ING PIMCO Total Return Portfolio	501,526	461,899
ING Money Markey Portfolio I	484,212	421,816
ING JPMorgan Small Cap Core Equity Portfolio	450,565	458,424
Investments Less than 5% of Net Assets	784,346	548,161
Total Investments	$ 6,149,285	$ 6,092,404

During 2011, the Plan's Pooled Separate Accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $224,210. Interest income totaled $17,648 for the year ended December 31, 2011.

NOTE 8 – RISKS AND UNCERTAINTIES

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

NOTE 9 – PARTY-IN-INTEREST

The Plan's investments are managed by ING. ING is the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

The Plan incurs expenses related to general administration, recordkeeping and investment advisory services. Fees paid by the Plan to the Custodian for these services totaled $500 for the year ended December 31, 2011.

NOTE 10 – DELINQUENT PARTICIPANT CONTRIBUTIONS

Pursuant to the Department of Labor Reg. 2580.412-11, an employer is required to segregate participant contributions from its general assets as soon as practicable, but in no event later than the 15th business day following the end of the month in which amounts are contributed by participants or withheld from their wages. During the year ended December 31, 2009, the Company failed to segregate employee contributions totaling $8,136, respectively, in a timely manner. Lost earnings attributable to the late remittances totaled $74.

In August 2011, the Plan Sponsor deposited into the Plan the lost earnings for 2009 relating to these delinquent participant contributions.

SUHM SPRING WORKS, INC. 401(k) PLAN
EIN 74-1359481, PLAN NO. 001
SCHEDULE H LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

The following details nonexempt prohibited transactions for the year ended December 31, 2011, as required by Section 2510.3-102 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected *	Contributions Corrected Outside VFCP	Corrections Pending Correction in VFCP	
Plan Year 2009	$ -	$ 8,136	$ -	$ -

* Contributions have been submitted to the Custodian, however, lost earnings on the delinquent contributions were not remitted until 2011.

See Independent Auditor's Report

SUHM SPRING WORKS, INC. 401(k) PLAN
EIN 74-1359481, PLAN NO. 001
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

The following details assets held for investment purposes at December 31, 2011, as required by Section 2520.103-11 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

(a) Party in Interest	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(e) Current Value
		POOLED SEPARATE ACCOUNTS:	
	American Funds	Capital World Growth and Income Fund R4	$ 999,091
	Columbia	Columbia Diversified Equity Income	825,219
	American Funds	The Growth Fund of America R4	807,383
	Fidelity Funds	VIP Contrafund Portfolio I	640,856
*	ING	PIMCO Total Return Portfolio	501,526
*	ING	Money Market Portfolio I	484,212
*	ING	JPMorgan Small Cap Core Equity Portfolio	450,565
	PIMCO Funds	VIT Real Return Portfolio	146,542
*	ING	Solution 2025 Portfolio	137,654
*	ING	Solution 2045 Portfolio	90,257
	CRM Funds	Mid Cap Value Fund	80,330
*	ING	JP Morgan Mid Cap Val Port I	70,804
*	ING	Van Kampen Equity and Income	52,533
*	ING	Solution 2015 Portfolio	43,413
	Pioneer	Strategic Income Fund - A	38,383
*	ING	Solution 2035 Portfolio	27,569
	American Funds	EuroPacific R4	23,096
*	ING	Clarion Real Estate Portfolio S	22,270
	Oppenheimer	International Bond Fund - A	19,262
	Oppenheimer	Gold & Spcl Minerals A	11,118
	Lazard Funds	Emerging Markets Equity Portfolio	7,228
	Munder Funds	Mid Cap Core Growth Fund	4,442
*	ING	Solution 2055 Portfolio	2,752
*	ING	Retirement Conservative Prt Adv	2,251
*	ING	Baron Small Cap Growth Portfolio	1,364
*	ING	Retirement Modified Growth Portfolio	1,288
	Invesco	Invesco Van SmCpVal F A	879
*	ING	Retirement Growth Portfolio Adv	485
*	ING	Retirement Moderate Port Adv	320
*	ING	Solution 2045 Portfolio Service	106
		GUARANTEED INVESTMENT CONTRACT:	
*	ING	Fixed Account at 3%	656,087
			$ 6,149,285

(*) - Party-in-Interest

See Independent Auditor's Report

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Suhm Spring Works, Inc.
EIN#74-1359481
Plan#001
As Of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	AMERICAN FUNDS	American Funds CapWld G&I R4		$999,091
	AMERICAN FUNDS	American Funds EuroPacific R4		$23,096
	AMERICAN FUNDS	American Funds Growth Fnd R4		$807,383
	FRANKLIN/TEMPLETON FUNDS	Columbia Divr Eqty Inc Fnd R4		$825,219
	CRM FUNDS	CRM Mid Cap Value Fund Inv		$80,330
	FIDELITY FUNDS	Fidelity VIP Contrafund Pt I		$640,856
*	ING Life Insurance And Annuity Company	ING Baron SmCp Grw Port I		$1,364
*	ING Life Insurance And Annuity Company	ING Clarion Rl Estate Prt Srv		$22,270
*	ING Life Insurance And Annuity Company	ING Fixed Account		$656,087
*	ING Life Insurance And Annuity Company	ING InvVKpn Eqty & Inc Pt I		$52,533
*	ING Life Insurance And Annuity Company	ING JPM MdCp Value Port I		$70,804
*	ING Life Insurance And Annuity Company	ING JPM SmCp Cr Eq Port Srv		$450,565
*	ING Life Insurance And Annuity Company	ING Money Market Portfolio I		$484,212
*	ING Life Insurance And Annuity Company	ING PIMCO Total Return Pt I		$501,526
*	ING Life Insurance And Annuity Company	ING Retire Conserv Port Adv		$2,251
*	ING Life Insurance And Annuity Company	ING Retire Growth Port Adv		$485
*	ING Life Insurance And Annuity Company	ING Retire Mod Growth Port Adv		$1,288
*	ING Life Insurance And Annuity Company	ING Retire Moderate Port Adv		$320
*	ING Life Insurance And Annuity Company	ING Solution 2015 Port Srv		$43,413
*	ING Life Insurance And Annuity Company	ING Solution 2025 Port Srv		$137,654
*	ING Life Insurance And Annuity Company	ING Solution 2035 Port Srv		$27,569
*	ING Life Insurance And Annuity Company	ING Solution 2045 Port Srv		$90,257
*	ING Life Insurance And Annuity Company	ING Solution 2055 Port Srv		$2,752
*	ING Life Insurance And Annuity Company	ING Solution Inc Port Srv		$106
	ING Life Insurance And Annuity Company	Invesco VnKmpn Sm Cp Val Fd A		$879
	LAZARD FUNDS	Lazard Emrg Mkts Eqty Port Opn		$7,228
	MUNDER FUNDS	Munder MdCp Core Growth Fnd Y		$4,442
	OPPENHEIMER	Oppenhmr Gold & Spec Min Fd A		$11,118
	OPPENHEIMER	Oppenhmr Intl Bond Fnd A		$19,261
	PIMCO FUNDS	PIMCO VIT Real Return Port Adm		$146,542
	PIONEER	Pioneer Strategic Income Fnd A		$38,383
		TOTAL		$6,149,286

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

SUHM SPRING WORKS, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2011 AND 2010

GAINERDONNELLY&DESROCHES

SUHM SPRING WORKS, INC. 401(k) PLAN

TABLE OF CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits – Modified Cash Basis 2

Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis 3

Notes to the Financial Statements 4

SUPPLEMENTAL SCHEDULES

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions 12

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 13

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of the
Suhm Spring Works, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits - modified cash basis of Suhm Spring Works, Inc. 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4(a) - Schedule of Delinquent Participant Contributions, and (2) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2011. These financial statements and supplemental schedules 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 7, which was certified by ING Life Insurance and Annuity Company ("ING"), the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that ING holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from ING as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan Administrator by ING is complete and accurate.

As described in Note 2 and as permitted under the Department of Labor's Rules and Regulations, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes 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 supplemental schedules, other than that derived from the information certified by ING, 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.

Gainer, Donnelly & Desroches, LLP

October 5, 2012

SUHM SPRING WORKS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
DECEMBER 31, 2011 AND 2010

ASSETS

	2011	2010
INVESTMENTS AT FAIR VALUE:		
Pooled Separate Accounts	$ 5,493,198	$ 5,559,484
Guaranteed Interest Accounts	707,516	538,660
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	6,200,714	6,098,144
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(51,429)	(5,740)
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,149,285	$ 6,092,404

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

SUHM SPRING WORKS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
FOR THE YEAR ENDED DECEMBER 31, 2011

INCREASES IN NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
Investment Activities:		
Interest Income	$	17,648
Net Depreciation in Fair Value of Investments		(224,210)
Net Decreases from Investment Activities		(206,562)
Contributions:		
Participant		324,957
Employer Matching		66,602
Profit Sharing		161,473
Safe Harbor		188,527
Total Contributions		741,559
Distributions to Participants		(477,616)
Administrative Expenses		(500)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		56,881
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		6,092,404
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	6,149,285

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

SUHM SPRING WORKS, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – PLAN DESCRIPTION

The following description of the Suhm Spring Works, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Summary Plan Description or the Plan Document for a complete explanation of the Plan's provisions. The Plan Document is controlling at all times. The Plan is sponsored by Suhm Spring Works, Inc. (the "Company" or "Plan Administrator") for the benefit of its employees.

General

The Plan was established with an effective date of January 1, 1994, and was amended on January 1, 2009 to adopt a prototype plan sponsored by ING Life insurance and Annuity Company ("ING" or the "Custodian"). The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All employees who have completed one year of service, as defined in the Plan Document, are eligible to participate in the Plan.

Participant Accounts

Separate accounts are maintained for each participant. Participant accounts are credited with salary contributions, rollover contributions, an allocation of Company contributions and forfeitures, investment earnings and losses, and adjusted for withdrawals and transfers among investment options.

Contributions

Participants may elect to defer from two to fourteen percent of compensation, up to $16,500 during 2011, by requesting the Company to contribute such amounts to the Plan on their behalf (salary deferral contributions). Additionally, participants who are at least 50 years of age by December 31, 2011 are permitted to make catch-up contributions up to $5,500 for 2011. The Company matches 25% of the participants' contributions of up to 6% of compensation. The Company may also make a discretionary profit sharing contribution out of current or accumulated net profits. Participants can rollover contributions representing distributions to participants from other qualified defined benefit or contribution plans.

The Plan also includes a safe harbor employer contribution clause whereby the Company will make a non-elective contribution in the amount equal to 3% of compensation for all eligible employees. Participants are 100% vested in these contributions; however, these contributions may not be used for a hardship withdrawal.

Vesting

Contributions from participant compensation deferrals are fully vested at all times. Company matching contributions and profit sharing contributions become 20% vested for each year of service beginning with the second year until 100% vested after six years of service. Participants are automatically vested in Company contributions upon death, disability or retirement.

Distribution of Benefits

Upon termination of employment, retirement, disability, or death, a participant or their beneficiary may elect to receive a lump-sum distribution based on the valuation of the participant's account as of the date of termination.

NOTE 1 – PLAN DESCRIPTION – CONTINUED

Forfeitures

Forfeitures arise when participants terminate employment before being fully vested in matching and discretionary Company contributions. Such forfeitures are allocated to all participants eligible to share in the matching and discretionary allocations in the same proportion as each participant's compensation for the year. During the year ended December 31, 2011, forfeitures allocated to eligible participants totaled $6,419. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $964 and $6,419.

Withdrawals

Participants are able to make withdrawals from employee contributions for financial hardship and qualifying emergencies, within guidelines established by Treasury Regulation. A participant may make unrestricted withdrawals of his employee contributions and vested Company contributions on or after age 59½. Withdrawals of rollover are permitted only when the participant is otherwise entitled to a distribution under the Plan.

Loans

The Plan does not provide for loans to participants.

Investment Options

Upon enrollment in the Plan, participants may allocate their account balances and contributions among the various investment options provided under the Plan. Participants may change their investment elections as often as they like, as well as transfer existing monies between investment options.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting; consequently, certain revenues and the related assets are recognized when received rather than when earned and certain expenses and related liabilities are recognized when paid rather than when incurred.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments at year end are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net change in the fair value of investments is reported in the statement of changes in net assets available for benefits - modified cash basis in the period of the change. See Note 4 for further discussion of fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Investment Valuation and Income Recognition - Continued

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits - modified cash basis presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive contracts from fair value to contract value. The statement of changes in net assets available for benefits - modified cash basis is presented on a contract value basis.

Fees and Expenses

Certain administrative services are provided by the Company with minimal cost to the Plan.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Reclassifications

Certain reclassifications have been made to the 2010 statement of net assets available for benefits with the respect to investments in order to conform to the 2011 presentation. Such reclassification had no effect on previously reported total net assets available for benefits.

Subsequent Events

The Plan's management has evaluated subsequent events through the date the financial statements were available for issuance on October 5, 2012. No matters were identified affecting the accompanying financial statements.

NOTE 3 – INVESTMENT IN INSURANCE CONTRACTS

As of December 31, 2011, the Plan maintained one Guaranteed Insurance Contract ("GIC") related investment option, the ING Fixed Account. The contract underlying this investment option is considered to be fully benefit responsive. As of December 31, 2011 and 2010, the contract value of the investment in the ING Fixed Account is $656,087 and $532,920, respectively.

The average yield based on actual earnings for the contract was 3.00% and 3.15% for the years ended December 31, 2011 and 2010. The crediting interest rates to participants for the contract as of December 31, 2011 and 2010 were 3.00% and 3.15%, respectively. The guaranteed minimum crediting interest rate for the contract for the years ended December 31, 2011 and 2010 was 3.00%. ING makes this guarantee, and although ING may credit a higher interest rate, the credited rate will never fall below the lifetime guaranteed minimum of 3.00%.

NOTE 3 – INVESTMENT IN INSURANCE CONTRACTS – CONTINUED

ING's determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets and the amortization of any capital gains and/or losses realized on the sale of invested assets. A market value adjustment may apply to amounts withdrawn at the request of the contract holder.

The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan) (ii) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions; or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

ING, GIC issuer, has the option to payout the current value of the contract only after completion of five contract years.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan measures and reports certain assets and liabilities at fair value and within a hierarchal disclosure framework which prioritizes and ranks the level of observable inputs used in measuring fair value. At each financial statements date, the Plan performs an analysis of all assets and liabilities subject to fair value measurements.

The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs, excluding those included in Level 1, are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets and liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of 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.

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

NOTE 4 – FAIR VALUE MEASUREMENTS – CONTINUED

Pooled separate accounts are reported at NAV as calculated by the pooled separated account based upon the value of the securities held by the pooled separate account and are included in Level 2. The GIC is reported based upon observable inputs, including the Plan's assumptions as to what market participants would use in pricing such instruments. The money market portfolio and GIC are included in Level 2.

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 fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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:

	Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
December 31, 2011:			
Pooled Separate Accounts:			
Balanced Funds (4)	$ -	$ 52,533	$ -
Bond Funds (2)	-	686,451	-
International Stock Funds (8)	-	1,029,415	-
Large Cap Value (5)	-	1,466,075	-
Large Cap Growth (6)	-	807,383	
Mid-Cap Blend Funds (7)	-	156,940	-
Moderate Allocation Funds (3)	-	1,773	-
Real Estate Funds (7)	-	22,270	-
Small Cap Blend Funds (7)	-	451,444	-
Target Maturity Funds (3)	-	301,751	-
Equity Precious Metals (7)	-	11,118	-
Conservative Allocation (3)	-	2,571	-
World Bond (2)	-	19,262	-
Money Market Portfolio (1)	-	484,212	-
Guaranteed Investment Contract (1)	-	707,516	-
Total Assets at Fair Value	$ -	$ 6,200,714	$ -

NOTE 4 – FAIR VALUE MEASUREMENTS – CONTINUED

December 31, 2010:

Pooled Separate Accounts:			
Balanced Funds (4)	$ -	$ 18,906	$ -
Bond Funds (2)	-	514,543	-
International Stock Funds (8)	-	1,126,173	-
Large Cap Value (5)	-	1,630,304	-
Large Cap Growth (6)	-	972,459	
Mid-Cap Blend Funds (7)	-	141,313	-
Moderate Allocation Funds (3)	-	455	-
Real Estate Funds (7)	-	516	-
Small Cap Blend Funds (7)	-	458,424	-
Target Maturity Funds (3)	-	274,575	-
Money Market Funds (1)	-	421,816	-
Guaranteed Investment Contract (1)	-	538,660	-
Total Assets at Fair Value	$ -	$ 6,098,144	$ -

The pooled separate accounts have been classified based on the general characteristic of the investment focus and strategy with further clarification below:

(1) These classes are invested in conservative investment options that seek to hold the principle value of an investment stable through all market conditions.
(2) This class represents investments in actively managed pooled separate accounts with investments in a variety of fixed income investments which may include corporate bonds, mortgages, government bonds, preferred stock, foreign or convertible bonds.
(3) These classes are invested in a combination of aggressive stock, international stock, large-company stock, government bond, foreign bonds or money markets.
(4) These investments seek balance between growth of principal and current income which may include combination of stocks and bonds.
(5) These investments seek long-term capital growth and income by investing in stocks of larger companies. These funds generally exhibit lower level of price volatility.
(6) These investments are invested in primarily large U.S. companies that are growing rapidly. Fund emphasizes growth stocks with little to no dividends.
(7) These investments use growth value, or a blend of both to seek capital appreciation by investing in stocks of small to medium size companies. The narrow focus of these investments increases risk and volatility of these funds.
(8) These investments use foreign large value, foreign large blend, foreign large growth, foreign small/mid value or foreign small/mid growth investment styles. These funds invest outside the U.S. International investing provide greater diversification of risk however, foreign investing involves additional risk not present in the U.S. securities.

NOTE 5 – TAX STATUS

The Plan uses a prototype plan sponsored by ING. ING received a determination letter from the Internal Revenue Service, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the plan's tax counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to terminate the Plan, the Company has the right to do so at any time. In the event of termination of the Plan, all amounts credited to a participant's account become fully vested and the Plan assets are to be distributed according to provisions specified in the Plan document.

NOTE 7 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

At December 31, 2011 and 2010, the Plan's investments were held by the Custodian. The following is a summary of the Plan's financial information that is included in the financial statements and supplemental schedules based on information certified by the Custodian as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Investments that represent five percent or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
American Funds Capital World Growth and Income R4	$ 999,091	$ 1,066,421
Columbia Diversified Equity Income	825,219	1,068,670
American Funds The Growth Fund of America R4	807,383	972,459
ING Fixed Account (at Contract Value)	656,087	532,920
Fidelity VIP Contrafund Portfolio I	640,856	561,634
ING PIMCO Total Return Portfolio	501,526	461,899
ING Money Markey Portfolio I	484,212	421,816
ING JPMorgan Small Cap Core Equity Portfolio	450,565	458,424
Investments Less than 5% of Net Assets	784,346	548,161
Total Investments	$ 6,149,285	$ 6,092,404

During 2011, the Plan's Pooled Separate Accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $224,210. Interest income totaled $17,648 for the year ended December 31, 2011.

NOTE 8 – RISKS AND UNCERTAINTIES

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

NOTE 9 – PARTY-IN-INTEREST

The Plan's investments are managed by ING. ING is the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

The Plan incurs expenses related to general administration, recordkeeping and investment advisory services. Fees paid by the Plan to the Custodian for these services totaled $500 for the year ended December 31, 2011.

NOTE 10 – DELINQUENT PARTICIPANT CONTRIBUTIONS

Pursuant to the Department of Labor Reg. 2580.412-11, an employer is required to segregate participant contributions from its general assets as soon as practicable, but in no event later than the 15th business day following the end of the month in which amounts are contributed by participants or withheld from their wages. During the year ended December 31, 2009, the Company failed to segregate employee contributions totaling $8,136, respectively, in a timely manner. Lost earnings attributable to the late remittances totaled $74.

In August 2011, the Plan Sponsor deposited into the Plan the lost earnings for 2009 relating to these delinquent participant contributions.

SUHM SPRING WORKS, INC. 401(k) PLAN
EIN 74-1359481, PLAN NO. 001
SCHEDULE H LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

The following details nonexempt prohibited transactions for the year ended December 31, 2011, as required by Section 2510.3-102 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected *	Contributions Corrected Outside VFCP	Corrections Pending Correction in VFCP	
Plan Year 2009	$ -	$ 8,136	$ -	$ -

* Contributions have been submitted to the Custodian, however, lost earnings on the delinquent contributions were not remitted until 2011.

See Independent Auditor's Report

SUHM SPRING WORKS, INC. 401(k) PLAN
EIN 74-1359481, PLAN NO. 001
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

The following details assets held for investment purposes at December 31, 2011, as required by Section 2520.103-11 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

(a) Party in Interest	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(e) Current Value
		POOLED SEPARATE ACCOUNTS:	
	American Funds	Capital World Growth and Income Fund R4	$ 999,091
	Columbia	Columbia Diversified Equity Income	825,219
	American Funds	The Growth Fund of America R4	807,383
	Fidelity Funds	VIP Contrafund Portfolio I	640,856
*	ING	PIMCO Total Return Portfolio	501,526
*	ING	Money Market Portfolio I	484,212
*	ING	JPMorgan Small Cap Core Equity Portfolio	450,565
	PIMCO Funds	VIT Real Return Portfolio	146,542
*	ING	Solution 2025 Portfolio	137,654
*	ING	Solution 2045 Portfolio	90,257
	CRM Funds	Mid Cap Value Fund	80,330
*	ING	JP Morgan Mid Cap Val Port I	70,804
*	ING	Van Kampen Equity and Income	52,533
*	ING	Solution 2015 Portfolio	43,413
	Pioneer	Strategic Income Fund - A	38,383
*	ING	Solution 2035 Portfolio	27,569
	American Funds	EuroPacific R4	23,096
*	ING	Clarion Real Estate Portfolio S	22,270
	Oppenheimer	International Bond Fund - A	19,262
	Oppenheimer	Gold & Spcl Minerals A	11,118
	Lazard Funds	Emerging Markets Equity Portfolio	7,228
	Munder Funds	Mid Cap Core Growth Fund	4,442
*	ING	Solution 2055 Portfolio	2,752
*	ING	Retirement Conservative Prt Adv	2,251
*	ING	Baron Small Cap Growth Portfolio	1,364
*	ING	Retirement Modified Growth Portfolio	1,288
	Invesco	Invesco Van SmCpVal F A	879
*	ING	Retirement Growth Portfolio Adv	485
*	ING	Retirement Moderate Port Adv	320
*	ING	Solution 2045 Portfolio Service	106
		GUARANTEED INVESTMENT CONTRACT:	
*	ING	Fixed Account at 3%	656,087
			$ 6,149,285

(*) - Party-in-Interest

See Independent Auditor's Report