

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1990</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>A PLUS BENEFITS, INC.</u> <u>395 W. 600 N.</u> <u>LINDON, UT 84042-1330</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>87-0476353</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>800-748-5102</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>87-0476353</u>	2c Sponsor's telephone number <u>800-748-5102</u>	2d Business code (see instructions) <u>524210</u>	
2b Employer Identification Number (EIN) <u>87-0476353</u>					
2c Sponsor's telephone number <u>800-748-5102</u>					
2d Business code (see instructions) <u>524210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2012	STEVE ANDERSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2012	RICHARD BARTHOLOMEW
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") A PLUS BENEFITS, INC. 395 W. 600 N. LINDON, UT 84042-1330	3b Administrator's EIN 87-0476353
	3c Administrator's telephone number 800-748-5102

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	7223
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	6309
b Retired or separated participants receiving benefits.....	6b	57
c Other retired or separated participants entitled to future benefits.....	6c	618
d Subtotal. Add lines 6a , 6b , and 6c	6d	6984
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	6984
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2227
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	71

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2J 2K 2G 2E 2F 2A

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☒ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ **1** **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **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 A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 A PLUS BENEFITS, INC.	D Employer Identification Number (EIN) 87-0476353	

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.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK USA

(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
01-0233346	65838	11490	2479	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
290202	261141

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

NATIONAL BENEFIT SERVICES
8523 SOUTH REDWOOD ROAD
WEST JORDAN, UT 84088

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
21559	261141	N/A	5

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

DAVID G BARTHOLOMEW
395 WEST 600 NORTH
LONDON, UT 84062

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
268643		N/A	4

(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	797947
5 Current value of plan's interest under this contract in separate accounts at year end	5	39820596

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. Specify nature of costs ▶	6d	

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 ▶

b Balance at the end of the previous year	7b	542267
c Additions: (1) Contributions deposited during the year	7c(1)	85401
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	5910
(4) Transferred from separate account	7c(4)	289050
(5) Other (specify below)	7c(5)	14832
▶ LOAN REPAYMENTS		
(6) Total additions	7c(6)	395193
d Total of balance and additions (add b and c(6))	7d	937460
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	74972
(2) Administration charge made by carrier	7e(2)	7969
(3) Transferred to separate account	7e(3)	55105
(4) Other (specify below)	7e(4)	1467
▶ NEGATIVE MARKET VALUE ADJUSTMENT		
(5) Total deductions	7e(5)	139513
f Balance at the end of the current year (subtract e(5) from d)	7f	797947

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

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

A Name of plan A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 A PLUS BENEFITS, INC.	D Employer Identification Number (EIN) 87-0476353

Part I	Service Provider Information (see instructions)
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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
JOHN HANCOCK USA

01-0233346

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

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

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

JENSEN & KEDDINGTON, P.C.

5292 S. COLLEGE DRIVE STE 101
SALT LAKE CITY, UT 84123

(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?
10	AUDITOR	12000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	4966	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

A Name of plan <u>A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>A PLUS BENEFITS, INC.</u>	D Employer Identification Number (EIN) <u>87-0476353</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>500 INDEX FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>411188</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP VALUE FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>63373</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN BALANCED FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>187569</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN CENTURY HERITAGE</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>99726</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN HIGH-INCOME FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>27948</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK GLOBAL ALLOCATION</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>172335</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLUE CHIP GROWTH FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>285076</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 257020

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL INCOME BUILDER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39024

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1277

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD GROWTH & INCOME		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4978

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 196576

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE DIVERSIFIED GRWTH & INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 902

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE GLOBAL DIVERSIFICATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 143

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 180154

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7726

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14750

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 356

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10618

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 983870

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 137931

a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22492

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADV NEW INSIGHTS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 356

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR GOLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 119861

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50345

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44121

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BALANCE SHEET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 212023

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 152312

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL ALL CAP CORE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52134

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1679

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32021

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12329

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 230821

a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24615

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25415

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 92396

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117300

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90644

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26534

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65410

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY ASSET STRATEGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23142

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 197536

a Name of MTIA, CCT, PSA, or 103-12 IE: KEELEY SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5705

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163121

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2847213

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9621986

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1575392

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9268024

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2421289

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 367467

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85959

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88325

a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128488

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2514028

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 226482

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163652

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW PERSPECTIVE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5977

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW WORLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29731

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 763009

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 203961

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45607

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3665

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44012

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO COMMODITY REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7517

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44539

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73948

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 329626

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON 20/20 FOCUS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4928

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 257202

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2010		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40526

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2015		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 131590

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2020		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136755

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2025		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 322254

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2030		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56485

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2035		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 217872

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2040		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 308946

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 258754

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2050		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7517

a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124754

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28591

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114318

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3644

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49080

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63757

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25841

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32662

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALLCAP WORLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3531

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MID GROWTH INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37632

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MID VALUE INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20805

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43462

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 286527

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 181774

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 257424

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 267322

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99608

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68093

a Name of MTIA, CCT, PSA, or 103-12 IE: THE BOND FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20879

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 219294
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13736
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163025
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a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49761
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a Name of MTIA, CCT, PSA, or 103-12 IE: US GOVERNMENT SECURITIES**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46910
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a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70280
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a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 80310
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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)
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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)
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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)
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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
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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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 <u>A PLUS BENEFITS, INC.</u>	D Employer Identification Number (EIN) <u>87-0476353</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(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)	1054494	1195135
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	39782212	40235163
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	545484	803726
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41382190	42234024

Liabilities

g Benefit claims payable	1g	103492	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	103492	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41278698	42234024
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2204086	
(B) Participants	2a(1)(B)	5132403	
(C) Others (including rollovers)	2a(1)(C)	972848	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8309337
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4443	
(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)	49583	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		54026
(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)		-1432260
(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		6931103

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5303926	
(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)		5303926
f Corrective distributions (see instructions)	2f		93875
g Certain deemed distributions of participant loans (see instructions).....	2g		37745
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	249141	
(2) Contract administrator fees	2i(2)	290433	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	657	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		540231
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5975777

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		955326
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KEDDINGTON & CHRISTENSEN

(2) EIN: 45-4186798

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
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.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>A PLUS BENEFITS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>A PLUS BENEFITS, INC.</u>	D Employer Identification Number (EIN) <u>87-0476353</u>

Part I	Distributions
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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): <u>01-0233346</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

**A PLUS BENEFITS, INC.
401 (k) PROFIT SHARING PLAN**

FINANCIAL STATEMENTS

For The Years Ended December 31, 2011 and 2010

Together with Independent Auditor's Report



Keddington & Christensen

Certified Public Accountants, LLC

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
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Keddington & Christensen
Certified Public Accountants, LLC

Gary K. Keddington, CPA
Brent E. Christensen, CPA
Phyl R. Warnock, CPA

INDEPENDENT AUDITOR'S REPORT

To the Trustees
A Plus Benefits, Inc.
401 (k) Profit Sharing Plan
Lindon, Utah

We were engaged to audit the accompanying statement of net assets available for benefits (modified cash basis) of the A Plus Benefits, Inc. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011, 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 Schedule H (modified cash basis), line 4i-Schedule of Assets (held at end of year) as of the year ended December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform any auditing procedures with respect to the information summarized in Note 5, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the 2011 financial statements (modified cash basis) and supplemental schedule (modified cash basis). We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian, as of and for the year ended December 31, 2011, stating that the information provided to the Plan administrator by the custodian is complete and accurate.

As described in Note 2, these financial statements and the supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Because of the significance of the information in the Plan's 2011 financial statements (modified cash basis) that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements (modified cash basis) and supplemental schedule (modified cash basis) taken as a whole as of or for the year ended December 31, 2011. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements (modified cash basis) and schedule (modified cash basis) referred to above, other than that derived from the information certified by the custodian, 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.

We have audited the statement of net assets available for benefits (modified cash basis) of the A Plus Benefits, Inc. 401(k) Profit Sharing Plan as of December 31, 2010, and in our report dated August 29, 2011, we expressed our opinion that such financial statement presents fairly, in all material respects, the net assets available for benefits of the A Plus Benefits, Inc. 401(k) Profit Sharing Plan as of December 31, 2010, in conformity with the basis of accounting described in Note 2.

Keddington & Christensen

August 29, 2012

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MODIFIED CASH BASIS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments at fair value:		
Pooled separate accounts	\$ 40,235,163	\$ 39,782,212
Guaranteed accounts	<u>792,348</u>	<u>547,214</u>
Total investments	<u>41,027,511</u>	<u>40,329,426</u>
Participant loans receivable	<u>1,195,135</u>	<u>1,054,494</u>
Total Assets	<u>42,222,646</u>	<u>41,383,920</u>
Liabilities		
Excess contributions payable	<u>89,863</u>	<u>103,492</u>
Total Liabilities	<u>89,863</u>	<u>103,492</u>
Net Assets Available For Benefits	<u><u>\$ 42,132,783</u></u>	<u><u>\$ 41,280,428</u></u>

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

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
MODIFIED CASH BASIS
For The Year Ended December 31, 2011

	<u>2011</u>
Additions	
Additions to net assets attributed to:	
Investment income	
Net appreciation/(depreciation) in fair value of investments	\$ (1,446,837)
Interest	<u>55,493</u>
	<u>(1,391,344)</u>
Contributions	
Employee, salary reduction - 401k	5,046,688
Employer, company matching	2,199,938
Employee rollovers	<u>972,848</u>
	<u>8,219,474</u>
Total additions	6,828,130
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	5,435,545
Administrative expenses	<u>540,230</u>
Total deductions	<u>5,975,775</u>
Net increase	852,355
Net Assets Available For Benefits	
Beginning of year	<u>41,280,428</u>
End of year	<u><u>\$ 42,132,783</u></u>

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

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 DESCRIPTION OF PLAN

The following description of the A Plus Benefits, Inc. 401 (k) Profit Sharing Plan (the Plan) provides only general information regarding the Plan in place as of December 31, 2011. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a multiple employer defined contribution plan. Each employer may choose from nine available plan options or may make slight modifications to those plans. An employee must be 18 years of age to participate in these plans. Length of service ranges from none to one year with a minimum of 1,000 hours of service worked. All administrative fees are earned by the third party administrators. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During 2009 the IRS finalized regulations regarding the Pension Protection Act of 2006 and the Plan was restated to be in compliance with this act.

Contributions

For each fiscal year, participants may elect to defer up to 100% of their salaries or the maximum amount allowed by the IRS, whichever is less. The maximum allowed by the IRS was \$16,500 and \$16,500 (\$22,000 and \$22,000 for participants age 50 or older), for the years ended December 31, 2011 and 2010, respectively. Employers match from 0% to 100% of participants' contributions, but not to exceed 4% of total wages.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings and charged with an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting schedules are either immediate 100% vesting or 20% per year for five years starting in year two. Vesting applies to the employer match portion of the contribution.

Participant Loans

Effective for the year ended December 31, 2010 the Plan has adopted *ASC 962-310-65 Plan Accounting-Defined Contribution Pension Plans: Reporting Loans to Participants*. As a result, participant loans will be classified as participant loans receivable, segregated from investments, measured at their unpaid balance plus any accrued but unpaid interest.

Participants whose vested balance exceeds \$2,000 may apply for loans. Loans are limited to 50% of the participant's vested balance and may not exceed \$50,000. However, the Plan administrator may permit a participant whose vested aggregate account balance is \$20,000 or less to borrow an amount that does not exceed the lesser of \$10,000 or 100% of the participant's vested aggregate account balance if adequate security is provided to cover the 50% limitation mentioned above. Principal and interest payments will be made bi-weekly by means of a payroll deduction.

Payment of Benefits

On termination of service the participant will receive a lump-sum cash payment in the amount equal to the value of the participant's interest in his or her account unless the participant elects a direct rollover. The plan administrator may distribute a terminated participant's interest if it is less than \$1,000.

Plan Termination

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan Agreement to discontinue the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants will have a 100% vested interest in their accounts as of the date of termination, and all accounts will be distributed in a lump sum.

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 1 DESCRIPTION OF PLAN (Continued)

Forfeited Accounts

The un-vested amounts forfeited by withdrawing participants who were not fully vested totaled \$91,091 and \$55,895 for the years ended December 31, 2011 and 2010, respectively. These forfeited amounts may be used to offset administrative expenses, reserved to restore the forfeited portions of eligible returning employees' accounts who rejoin the Plan, or to reduce any matching contributions for the current Plan year or for a future Plan year. For the years ended December 31, 2011 and 2010, employer contributions were reduced \$0 and \$0 respectively, from forfeited accounts. As of year end December 31, 2011 and 2010, the balance of available forfeited accounts was \$176,628 and \$85,537 respectively.

Investment Funds

Participants have the option of directing both their contributions and the employers' contributions to be invested into various pooled separate account investment options or guaranteed investment contracts offered by the Plan. The Plan currently offers approximately 90 investment options (mutual funds) in pooled separate accounts for participants. The Plan offers three guaranteed investment contract options.

Plan Amendments

During the year ended December 31, 2011 the rules pertaining to forfeitures were clarified. During the year ended December 31, 2010 a 30-year term was added on residential (home) loans.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on a modified cash basis of accounting. Under that basis the underlying cash basis statements have adjusted securities to fair value. All Plan contributions are recorded when received and all benefit payments and expenses are recorded when paid. That basis differs from generally accepted accounting principles because the Plan has not recognized contributions receivable from participants, benefit payments in process have not been recorded and administrative expenses incurred but not paid have not been recognized.

Valuation of Investments

The Plan's investments are stated at fair value, using quoted market prices when applicable. The pooled accounts are investments in underlying mutual funds, the purchases and sales of which are recorded on a trade-date basis. The guaranteed accounts (guaranteed investment contracts) are not fully benefit responsive, meaning that participant withdrawals are subject to a market value adjustment. At year end December 31, 2011 and 2010 these contracts are stated at fair value which is not materially different from contract value. Interest income is recorded when received. Dividends are recorded as of the ex-dividend date.

Estimates

The preparation of financial statements requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Concentration of Credit Risk

The Plan maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash and cash equivalents.

Reclassification

Certain reclassifications of amounts previously reported have been made to the accompanying financial statements in order to maintain consistency and comparability between the periods presented.

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Date of Management's Review

Subsequent events were evaluated through August 29, 2012 which is the date the financial statements were issued.

NOTE 3 FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature (ASC 820) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using level 1 inputs because those generally provide the most reliable evidence of fair value. No Level 2 or 3 inputs were available to the Plan.

Level 1 Fair Value Measurement

For pooled separate accounts held, the assets are classified as Level 1 due to the fair value of those accounts being published in the John Hancock statements, the unit values of all pooled separate accounts are published daily on the John Hancock website, and the investment and redemption of these units constitute an "active market" as referred to in Topic ASC 820.

For guaranteed accounts held, the fair value used is based on valuation from John Hancock fair value reports. This is considered Level 1 for Topic ASC 820 purposes.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010.

Investment Assets at Fair Value as of December 31, 2011		
	Fair Value	Level 1
Pooled separate accounts:		
Asset Allocation - Lifecycle	\$ 1,516,420	\$ 1,516,420
Asset Allocation - Lifestyle	26,007,272	26,007,272
Aggressive Growth	4,240,693	4,240,693
Growth	2,758,445	2,758,445
Growth & Income	2,078,563	2,078,563
Income	1,107,331	1,107,331
Conservative	2,526,440	2,526,440
Guaranteed accounts:		
Conservative	792,348	792,348
Total investments at fair value	\$ 41,027,511	\$ 41,027,511

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 3 FAIR VALUE MEASUREMENTS (Continued)

	Investment Assets at Fair Value as of December 31, 2010	
	Fair Value	Level 1
Pooled separate accounts:		
Asset Allocation - Lifecycle	\$ 958,313	\$ 958,313
Asset Allocation - Lifestyle	26,011,451	26,011,451
Aggressive Growth	5,017,099	5,017,099
Growth	3,160,444	3,160,444
Growth & Income	1,939,477	1,939,477
Income	1,101,000	1,101,000
Conservative	1,594,428	1,594,428
Guaranteed accounts:		
Conservative	547,214	547,214
Total investments at fair value	\$ 40,329,426	\$ 40,329,426

Gains and losses (realized and unrealized) are included in changes in net assets available for benefits for the years ended December 31, 2011 and 2010 are reported in net appreciation/(depreciation) in fair value of investments.

NOTE 4 INVESTMENTS

The Plan investments that exceed 5% of the Plan's net assets available for benefits as of December 31, 2011 and 2010 are as follows:

	2011	2010
Pooled Separate Accounts:		
Mutual Funds		
Lifestyle Aggressive	\$ 2,875,260	\$ 3,038,216
Lifestyle Growth	9,375,024	9,544,293
Lifestyle Balanced	9,709,966	9,792,414
Lifestyle Moderate	2,446,391	2,371,792
Money Market Fund	2,526,440	*

* Investment did not constitute 5% of Plans net assets available for benefits.

During the period ending December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold, and held during the period) depreciated in value by \$(1,446,837) as follows:

	2011
Pooled separate accounts:	
Mutual funds	\$ (1,433,992)
Guaranteed accounts	(12,845)
	\$ (1,446,837)

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 5 INFORMATION PREPARED AND CERTIFIED BY THIRD PARTY ADMINISTRATOR

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by John Hancock Life Insurance Company.

- (1) Statement of Net Assets Available for Benefits – Total assets reflecting all investments at fair value and Net Assets Available for Benefits
- (2) Statement of Changes in Assets Available for Benefits – Investment income
- (3) Note 4 – Investments
- (4) Supplemental Schedule – Schedule H, Line 4i – Schedule of Assets (Held at End of Year).

NOTE 6 EXCESS CONTRIBUTIONS

Contributions received from participants for 2011 are net of payments of \$89,863 made in 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amount is also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2011.

NOTE 7 TAX STATUS

The Internal Revenue Service has determined and informed the third party administrator by a letter dated January 11, 2002 that the "Volume Submitter Profit Sharing 401 (k) Plan" is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Sponsor has adopted this plan and is intended to qualify under the IRC as a tax-qualified employees' Plan, and a "Multiple Employer" plan as described in Section 413(c) of the Code. Although the plan has been amended since adoption, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 8 PARTY IN INTEREST TRANSACTIONS

The third party administrators charge fees for the services they provide. Administrative fees for these services were \$540,230 and \$508,426 for the years ended December 31, 2011 and 2010 respectively. There were no administrative fees payable at year end December 31, 2011 and 2010.

The third party administrator pays commissions to an agent company which is owned by a relative of the Plan Trustees. The agent company provides services to participants. The related party was paid \$268,643 and \$231,174 in commissions from the third party administrator for the years ended December 31, 2011 and 2010, respectively.

Plan investments are in accounts administered by John Hancock Life Insurance Company. John Hancock is a custodian of the Plan assets and, therefore, these transactions qualify as party in interest.

A PLUS BENEFITS, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 9 RISKS AND UNCERTAINTIES

Investment securities, which potentially subject the Plan to concentrations of credit risk, consist primarily of pooled separate accounts made up of mutual funds. Investment securities are exposed to various risks based on market valuations. Due to the level of risk associated with investment securities it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

For the year ended December 31, 2010 there were no material differences between the financial statements and the information on Schedule H of Form 5500. The following is a reconciliation of net assets available for benefits according to the financial statements at December 31, 2011 to Form 5500 Schedule H:

	<u>2011</u>
Net assets available for benefits according to the financial statements	\$ 42,132,783
Adjustment from contract value to fair value for non-fully benefit responsive guaranteed investment accounts	11,378
Adjustment for excess contributions payable	<u>89,863</u>
Net assets line 1l according to Form 5500	<u>\$ 42,234,024</u>

The following is a reconciliation of total additions according to the financial statements at December 31, 2011 and 2010 to Form 5500 Schedule H:

	<u>2011</u>
Total additions according to the financial statements	\$ 6,828,130
Adjustment from contract value to fair value for non-fully benefit responsive guaranteed investment accounts	11,378
Reverse prior year fair value adjustment	1,732
Adjustment for excess contributions payable	<u>89,863</u>
Total income line 2d according to Form 5500	<u>\$ 6,931,103</u>

SUPPLEMENTAL SCHEDULE

A PLUS BENEFITS, INC.
401(K) PROFIT SHARING PLAN
Schedule H, Line 4i – Schedule Of Assets (Held at End of Year)
Employer Identification Number 87-0476353 Plan #001
December 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Separate Pooled Accounts *			
Retirement Living at 2050	Mutual fund	**	\$ 8,508
Retirement Living at 2045	Mutual fund	**	265,112
Retirement Living at 2040	Mutual fund	**	317,970
Retirement Living at 2035	Mutual fund	**	221,450
Retirement Living at 2030	Mutual fund	**	58,796
Retirement Living at 2025	Mutual fund	**	329,510
Retirement Living at 2020	Mutual fund	**	139,795
Retirement Living at 2015	Mutual fund	**	134,517
Retirement Living at 2010	Mutual fund	**	40,761
Lifestyle Aggressive	Mutual fund	**	2,875,260
Lifestyle Growth	Mutual fund	**	9,375,024
Lifestyle Balanced	Mutual fund	**	9,709,966
Lifestyle Moderate	Mutual fund	**	2,446,391
Lifestyle Conservative	Mutual fund	**	1,600,630
Fidelity Advisor Gold Fund	Mutual fund	**	121,243
Real Est. Securities Fund	Mutual fund	**	259,135
DFA Emerging Markets Value	Mutual fund	**	7,963
Royce Opportunity	Mutual fund	**	125,082
Intl Small Cap Fund	Mutual fund	**	91,171
International Opps Fund	Mutual fund	**	25,697
Oppenheimer Developing Mkt	Mutual fund	**	770,328
PIMCO Commodity Real Return	Mutual fund	**	8,003
Energy	Mutual fund	**	990,518
Keeley Small Cap Value	Mutual fund	**	5,705
SSgA Mid Growth Index Fund	Mutual fund	**	38,065
International Value Fund	Mutual fund	**	92,722
DFA US Targeted Value Fund	Mutual fund	**	384
Mid Cap Stock Fund	Mutual fund	**	88,825
Columbia Value & Restructuring	Mutual fund	**	197,674
T. Rowe Price Sci & Tech	Mutual fund	**	259,483
DFA U.S. Small Cap Fund	Mutual fund	**	14,997
Small Cap Growth Index	Mutual fund	**	49,578
Intl Equity Index Fund	Mutual fund	**	119,203
Strategic Income Opp Fund	Mutual fund	**	44,269
The Bond Fund of America	Mutual fund	**	21,169
SMALLCAP World Fund	Mutual fund	**	3,841
New World Fund	Mutual fund	**	30,712
Science & Technology Fund	Mutual fund	**	29,275
Financial Services Fund	Mutual fund	**	44,628

A PLUS BENEFITS, INC.
401(K) PROFIT SHARING PLAN
Schedule H, Line 4i – Schedule Of Assets (Held at End of Year) (Continued)
Employer Identification Number 87-0476353 Plan #001
December 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Separate Pooled Accounts *			
Small Cap Index Fund	Mutual fund	**	\$ 64,137
American Century Heritage	Mutual fund	**	100,335
Explorer	Mutual fund	**	22,797
Small Cap Growth Fund	Mutual fund	**	3,716
Inv Small Cap Growth	Mutual fund	**	26,596
Oppenheimer Intl Growth Fund	Mutual fund	**	3,813
EuroPacific Growth Fund	Mutual fund	**	139,066
Franklin Small-Mid Growth	Mutual fund	**	153,716
Pru Jennison 20/20 Focus Fund	Mutual fund	**	5,056
Legg Mason ClearBr Agg Growth	Mutual fund	**	163,906
T. Rowe Price Health Sci	Mutual fund	**	183,323
Small Cap Opportunities Fund	Mutual fund	**	26,226
SSgA Mid Value Index Fund	Mutual fund	**	21,362
Small Cap Value Fund	Mutual fund	**	32,909
Blue Chip Growth Fund	Mutual fund	**	286,948
Franklin Balance Sheet	Mutual fund	**	212,665
Mid Cap Index Fund	Mutual fund	**	86,839
T. Rowe Price Sml Cap Val	Mutual fund	**	268,691
Oppenheimer Global	Mutual fund	**	205,799
Fundamental All Cap Core Fund	Mutual fund	**	52,158
Mid Value Fund	Mutual fund	**	129,459
Capital World Growth & Income	Mutual fund	**	5,201
Capital Appreciation Fund	Mutual fund	**	259,338
Templeton World	Mutual fund	**	68,444
Domini Social Equity	Mutual fund	**	10,764
All Cap Value Fund	Mutual fund	**	64,192
JPM MidCap Value Fund	Mutual fund	**	198,335
New Perspective Fund	Mutual fund	**	6,112
PIMCO Total Return	Mutual fund	**	334,787
Total Bond Market Fund	Mutual fund	**	13,859
US Government Securities	Mutual fund	**	47,974
Short-Term Federal	Mutual fund	**	115,491
Fundamental Investors	Mutual fund	**	1,780
MFS Utilities	Mutual fund	**	369,950
Total Stock Market Index Fund	Mutual fund	**	164,650
Growth Index Fund	Mutual fund	**	12,804
The Growth Fund of America	Mutual fund	**	221,500
Fidelity ContraFund	Mutual fund	**	51,949
Fidelity Adv New Insights	Mutual fund	**	369
U.S. Equity Fund	Mutual fund	**	50,354

A PLUS BENEFITS, INC.
401(K) PROFIT SHARING PLAN
Schedule H, Line 4i – Schedule Of Assets (Held at End of Year) (Continued)
Employer Identification Number 87-0476353 Plan #001
December 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Separate Pooled Accounts *		
Fundamental Large Cap Value	Mutual fund	**	\$ 32,108
Davis New York Venture	Mutual fund	**	181,516
T. Rowe Price Equity Inc	Mutual fund	**	288,718
Value Index Fund	Mutual fund	**	70,698
500 Index Fund	Mutual fund	**	414,129
Mutual Beacon	Mutual fund	**	228,998
Washington Mutual Investors	Mutual fund	**	81,191
Investment Company of America	Mutual fund	**	66,473
Ivy Asset Strategy Fund	Mutual fund	**	23,780
Capital Income Builder	Mutual fund	**	39,892
Income Fund of America	Mutual fund	**	25,352
Core Global Diversification	Mutual fund	**	163
American Balanced Fund	Mutual fund	**	189,809
BlackRock Global Allocation	Mutual fund	**	175,268
PIMCO All Asset	Mutual fund	**	44,344
Mutual Global Discovery	Mutual fund	**	164,841
Core Diversified Grwth & Inc	Mutual fund	**	930
High Yield Fund	Mutual fund	**	232,419
American High-Income Fund	Mutual fund	**	29,276
PIMCO Global Bond	Mutual fund	**	45,232
Oppenheimer Intl Bond	Mutual fund	**	46,306
PIMCO Real Return	Mutual fund	**	74,613
Capital World Bond Fund	Mutual fund	**	1,290
T. Rowe Price Spectrum Inc	Mutual fund	**	100,644
Money Market Fund	Mutual fund	**	2,526,440
			<u>\$ 40,235,163</u>
John Hancock	Guaranteed accounts *	**	<u>\$ 792,348</u>
Participant loans	Participant loans secured by participants vested accrued benefit. Interest rates varied from 4.25% to 10.25%.	\$ -	<u>\$ 1,195,135</u>

*John Hancock holds all accounts, provides services and is considered a party in interest.

**Cost information is not required for participant directed investments.

A Plus Benefits, Inc. 401(k) Profit Sharing PlanThree-digit plan number (PN): **001**Employer Identification Number: **87-0476353****Schedule of Assets Held for Investment Purposes At End of Year 2011**

[a]	[b] Identify of issue, borrower, lessor, or similar party	[c] Description of investment	[d] Cost	[e] Current Value
*	John Hancock Life Insurance Company	Lifestyle Balanced	N/A	\$ 9,621,985.73
*	John Hancock Life Insurance Company	Lifestyle Growth	N/A	\$ 9,268,024.23
*	John Hancock Life Insurance Company	Lifestyle Aggressive	N/A	\$ 2,847,213.09
*	John Hancock Life Insurance Company	Money Market Fund	N/A	\$ 2,514,027.55
*	John Hancock Life Insurance Company	Lifestyle Moderate	N/A	\$ 2,421,289.27
*	John Hancock Life Insurance Company	Lifestyle Conservative	N/A	\$ 1,575,392.07
*	John Hancock Life Insurance Company	Global Asset Allocation – Lifecycle Portfolio	N/A	\$ 1,480,700.02
*	John Hancock Life Insurance Company	Energy	N/A	\$ 983,869.97
*	John Hancock Life Insurance Company	Oppenheimer Developing Mkt	N/A	\$ 763,008.73
*	John Hancock Life Insurance Company	3-Year Compound	N/A	\$ 595,186.68
*	John Hancock Life Insurance Company	500 Index Fund	N/A	\$ 411,188.14
*	John Hancock Life Insurance Company	MFS Utilities	N/A	\$ 367,467.26
*	John Hancock Life Insurance Company	PIMCO Total Return	N/A	\$ 329,625.57
*	John Hancock Life Insurance Company	Retirement Living at 2025	N/A	\$ 322,254.04
*	John Hancock Life Insurance Company	Retirement Living at 2040	N/A	\$ 308,946.33
*	John Hancock Life Insurance Company	T. Rowe Price Equity Inc	N/A	\$ 286,526.61
*	John Hancock Life Insurance Company	Blue Chip Growth Fund	N/A	\$ 285,076.24
*	John Hancock Life Insurance Company	T. Rowe Price Sml Cap Val	N/A	\$ 267,322.40
*	John Hancock Life Insurance Company	Retirement Living at 2045	N/A	\$ 258,754.15
*	John Hancock Life Insurance Company	T. Rowe Price Sci & Tech	N/A	\$ 257,424.44
*	John Hancock Life Insurance Company	Real Est. Securities Fund	N/A	\$ 257,202.48
*	John Hancock Life Insurance Company	Capital Appreciation Fund	N/A	\$ 257,019.79
*	John Hancock Life Insurance Company	High Yield Fund	N/A	\$ 230,821.29
*	John Hancock Life Insurance Company	Mutual Beacon	N/A	\$ 226,481.57
*	John Hancock Life Insurance Company	The Growth Fund of America	N/A	\$ 219,293.90
*	John Hancock Life Insurance Company	Retirement Living at 2035	N/A	\$ 217,872.24
*	John Hancock Life Insurance Company	Franklin Balance Sheet	N/A	\$ 212,023.33
*	John Hancock Life Insurance Company	Oppenheimer Global	N/A	\$ 203,960.78
*	John Hancock Life Insurance Company	JPM MidCap Value Fund	N/A	\$ 197,535.83
*	John Hancock Life Insurance Company	Columbia Value & Restructuring	N/A	\$ 196,575.63
*	John Hancock Life Insurance Company	American Balanced Fund	N/A	\$ 187,568.56
*	John Hancock Life Insurance Company	T. Rowe Price Health Sci	N/A	\$ 181,774.11
*	John Hancock Life Insurance Company	Davis New York Venture	N/A	\$ 180,153.99
*	John Hancock Life Insurance Company	BlackRock Global Allocation	N/A	\$ 172,334.51
*	John Hancock Life Insurance Company	Mutual Global Discovery	N/A	\$ 163,651.55
*	John Hancock Life Insurance Company	Legg Mason ClearBr Agg Growth	N/A	\$ 163,120.50
*	John Hancock Life Insurance Company	Total Stock Market Index Fund	N/A	\$ 163,024.57
*	John Hancock Life Insurance Company	Franklin Small-Mid Growth	N/A	\$ 152,312.14
*	John Hancock Life Insurance Company	EuroPacific Growth Fund	N/A	\$ 137,931.23
*	John Hancock Life Insurance Company	Retirement Living at 2020	N/A	\$ 136,755.42
*	John Hancock Life Insurance Company	Retirement Living at 2015	N/A	\$ 131,589.52
*	John Hancock Life Insurance Company	Mid Value Fund	N/A	\$ 128,488.29
*	John Hancock Life Insurance Company	Royce Opportunity	N/A	\$ 124,753.82
*	John Hancock Life Insurance Company	Fidelity Advisor Gold Fund	N/A	\$ 119,861.33
*	John Hancock Life Insurance Company	Intl Equity Index Fund	N/A	\$ 117,299.78

A Plus Benefits, Inc. 401(k) Profit Sharing PlanThree-digit plan number (PN): **001**Employer Identification Number: **87-0476353****Schedule of Assets Held for Investment Purposes At End of Year 2011**

[a]	[b] Identify of issue, borrower, lessor, or similar party	[c] Description of investment	[d] Cost	[e] Current Value
*	John Hancock Life Insurance Company	Short-Term Federal	N/A	\$ 114,318.00
*	John Hancock Life Insurance Company	5-Year Compound	N/A	\$ 105,457.82
*	John Hancock Life Insurance Company	American Century Heritage	N/A	\$ 99,725.83
*	John Hancock Life Insurance Company	T. Rowe Price Spectrum Inc	N/A	\$ 99,607.85
*	John Hancock Life Insurance Company	10-Year Compound	N/A	\$ 97,302.26
*	John Hancock Life Insurance Company	International Value Fund	N/A	\$ 92,396.30
*	John Hancock Life Insurance Company	Intl Small Cap Fund	N/A	\$ 90,643.71
*	John Hancock Life Insurance Company	Mid Cap Stock Fund	N/A	\$ 88,325.45
*	John Hancock Life Insurance Company	Mid Cap Index Fund	N/A	\$ 85,958.61
*	John Hancock Life Insurance Company	Washington Mutual Investors	N/A	\$ 80,309.92
*	John Hancock Life Insurance Company	PIMCO Real Return	N/A	\$ 73,947.91
*	John Hancock Life Insurance Company	Value Index Fund	N/A	\$ 70,280.23
*	John Hancock Life Insurance Company	Templeton World	N/A	\$ 68,093.09
*	John Hancock Life Insurance Company	Investment Company of America	N/A	\$ 65,409.91
*	John Hancock Life Insurance Company	Small Cap Index Fund	N/A	\$ 63,756.57
*	John Hancock Life Insurance Company	All Cap Value Fund	N/A	\$ 63,373.15
*	John Hancock Life Insurance Company	Retirement Living at 2030	N/A	\$ 56,485.28
*	John Hancock Life Insurance Company	Fundamental All Cap Core Fund	N/A	\$ 52,133.77
*	John Hancock Life Insurance Company	Fidelity ContraFund	N/A	\$ 50,344.90
*	John Hancock Life Insurance Company	U.S. Equity Fund	N/A	\$ 49,760.90
*	John Hancock Life Insurance Company	Small Cap Growth Index	N/A	\$ 49,079.85
*	John Hancock Life Insurance Company	US Government Securities	N/A	\$ 46,910.03
*	John Hancock Life Insurance Company	Oppenheimer Intl Bond	N/A	\$ 45,606.70
*	John Hancock Life Insurance Company	PIMCO Global Bond	N/A	\$ 44,538.96
*	John Hancock Life Insurance Company	Financial Services Fund	N/A	\$ 44,121.21
*	John Hancock Life Insurance Company	PIMCO All Asset	N/A	\$ 44,011.93
*	John Hancock Life Insurance Company	Strategic Income Opp Fund	N/A	\$ 43,462.12
*	John Hancock Life Insurance Company	Retirement Living at 2010	N/A	\$ 40,525.55
*	John Hancock Life Insurance Company	Capital Income Builder	N/A	\$ 39,024.42
*	John Hancock Life Insurance Company	SSgA Mid Growth Index Fund	N/A	\$ 37,631.86
*	John Hancock Life Insurance Company	Small Cap Value Fund	N/A	\$ 32,662.13
*	John Hancock Life Insurance Company	Fundamental Large Cap Value	N/A	\$ 32,020.91
*	John Hancock Life Insurance Company	New World Fund	N/A	\$ 29,731.01
*	John Hancock Life Insurance Company	Science & Technology Fund	N/A	\$ 28,591.41
*	John Hancock Life Insurance Company	American High-Income Fund	N/A	\$ 27,948.11
*	John Hancock Life Insurance Company	Inv Small Cap Growth	N/A	\$ 26,533.75
*	John Hancock Life Insurance Company	Small Cap Opportunities Fund	N/A	\$ 25,841.44
*	John Hancock Life Insurance Company	International Opps Fund	N/A	\$ 25,415.26
*	John Hancock Life Insurance Company	Income Fund of America	N/A	\$ 24,614.95
*	John Hancock Life Insurance Company	Ivy Asset Strategy Fund	N/A	\$ 23,141.85
*	John Hancock Life Insurance Company	Explorer	N/A	\$ 22,491.72
*	John Hancock Life Insurance Company	The Bond Fund of America	N/A	\$ 20,878.91
*	John Hancock Life Insurance Company	SSgA Mid Value Index Fund	N/A	\$ 20,804.88
*	John Hancock Life Insurance Company	DFA U.S. Small Cap Fund	N/A	\$ 14,749.96
*	John Hancock Life Insurance Company	Total Bond Market Fund	N/A	\$ 13,736.35

A Plus Benefits, Inc. 401(k) Profit Sharing PlanThree-digit plan number (PN): **001**Employer Identification Number: **87-0476353****Schedule of Assets Held for Investment Purposes At End of Year 2011**

[a]	[b] Identify of issue, borrower, lessor, or similar party	[c] Description of investment	[d] Cost	[e] Current Value
*	John Hancock Life Insurance Company	Growth Index Fund	N/A	\$ 12,329.41
*	John Hancock Life Insurance Company	Domini Social Equity	N/A	\$ 10,617.68
*	John Hancock Life Insurance Company	DFA Emerging Markets Value	N/A	\$ 7,725.58
*	John Hancock Life Insurance Company	Retirement Living at 2050	N/A	\$ 7,517.49
*	John Hancock Life Insurance Company	PIMCO Commodity Real Return	N/A	\$ 7,516.75
*	John Hancock Life Insurance Company	New Perspective Fund	N/A	\$ 5,976.87
*	John Hancock Life Insurance Company	Keeley Small Cap Value	N/A	\$ 5,704.71
*	John Hancock Life Insurance Company	Capital World Growth & Income	N/A	\$ 4,978.27
*	John Hancock Life Insurance Company	Pru Jennison 20/20 Focus Fund	N/A	\$ 4,928.15
*	John Hancock Life Insurance Company	Oppenheimer Intl Growth Fund	N/A	\$ 3,665.08
*	John Hancock Life Insurance Company	Small Cap Growth Fund	N/A	\$ 3,644.37
*	John Hancock Life Insurance Company	SMALLCAP World Fund	N/A	\$ 3,531.37
*	John Hancock Life Insurance Company	Fundamental Investors	N/A	\$ 1,678.72
*	John Hancock Life Insurance Company	Capital World Bond Fund	N/A	\$ 1,276.65
*	John Hancock Life Insurance Company	Core Diversified Grwth & Inc	N/A	\$ 901.52
*	John Hancock Life Insurance Company	DFA US Targeted Value Fund	N/A	\$ 356.27
*	John Hancock Life Insurance Company	Fidelity Adv New Insights	N/A	\$ 355.72
*	John Hancock Life Insurance Company	Core Global Diversification	N/A	\$ 142.99