

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

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>11/01/1979</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>11/01/1979</u>
1b Three-digit plan number (PN) ►	<u>001</u>				
1c Effective date of plan	<u>11/01/1979</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>EIGHTH FLOOR PROMOTIONS, LLC</u> <u>ONE VISIONS PARKWAY</u> <u>CELINA, OH 45822</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1964898</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>419-586-6433</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1964898</u>	2c Sponsor's telephone number <u>419-586-6433</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>34-1964898</u>					
2c Sponsor's telephone number <u>419-586-6433</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/10/2012</u>	<u>LISA HICKS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") EIGHTH FLOOR PROMOTIONS, LLC ONE VISIONS PARKWAY CELINA, OH 45822	3b Administrator's EIN 34-1964898 3c Administrator's telephone number 419-586-6433
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	124
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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	99
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	20
d Subtotal. Add lines 6a , 6b , and 6c	6d	119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	93
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	3

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

2E 2F 2G 2J 2K 3D

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

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

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan EIGHTH FLOOR PROMOTIONS, LLC 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 EIGHTH FLOOR PROMOTIONS, LLC	D Employer Identification Number (EIN) 34-1964898	

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

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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)

ARIS CORPORATION OF AMERICA

270 WALKER DRIVE
STATE COLLEGE, PA 16801

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	N/A	13704	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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 EIGHTH FLOOR PROMOTIONS, LLC 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 EIGHTH FLOOR PROMOTIONS, LLC	D Employer Identification Number (EIN) 34-1964898	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	39122	48562
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1742834	1520348
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1781956	1568910

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1781956	1568910
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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)	17949	
(B) Participants	2a(1)(B)	141535	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		159484
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	34027	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	1784	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		35811
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-47838
c Other income.....	2c		112
d Total income. Add all income amounts in column (b) and enter total.....	2d		147569

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	346911	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		346911
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	13704	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		13704
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		360615

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-213046
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: BRADY WARE

(2) EIN: 35-1476702

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.).....	☒		5511
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>EIGHTH FLOOR PROMOTIONS, LLC 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>EIGHTH FLOOR PROMOTIONS, LLC</u>	D Employer Identification Number (EIN) <u>34-1964898</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-0144732</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)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**EIGHTH FLOOR PROMOTIONS, LLC
401(K) PROFIT SHARING PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

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YEARS ENDED DECEMBER 31, 2011 AND 2010

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BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Eighth Floor Promotions, LLC 401(k) Profit Sharing Plan
Celina, Ohio

We have audited the accompanying statements of net assets available for benefits of the **Eighth Floor Promotions, LLC 401(k) Profit Sharing Plan** (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at the End of Year), together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Brady, Ware & Schoenfeld, Inc.

Dayton, Ohio
September 28, 2012

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EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments at fair market value		
Money market funds	\$ 93,919	\$ 122,149
Equity securities funds	962,274	1,217,459
Government and corporate bond funds	<u>464,155</u>	<u>403,226</u>
Total investments at fair market value	<u>1,520,348</u>	<u>1,742,834</u>
Receivables		
Participant loans, net	40,452	39,122
Contributions receivable - employee	4,667	1,761
Contributions receivable - employer	565	185
Other receivable	<u>-</u>	<u>97</u>
Total receivables	<u>45,684</u>	<u>41,165</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,566,032</u>	<u>\$ 1,783,999</u>

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest and dividends	\$ 34,027	\$ 38,354
Interest - participant loans	1,784	1,438
Net appreciation (depreciation) in fair market value of investments	(47,838)	146,909
Other Income	<u>15</u>	<u>97</u>
Total investment income (loss)	<u>(12,012)</u>	<u>186,798</u>
Contributions		
Employee	144,440	135,710
Employer	<u>18,325</u>	<u>13,193</u>
Total contributions	<u>162,765</u>	<u>148,903</u>
Total additions	<u>150,753</u>	<u>335,701</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Participant withdrawals	346,911	131,884
Fees	13,699	15,550
Write-down of loans receivable	<u>8,110</u>	<u>-</u>
Total deductions	<u>368,720</u>	<u>147,434</u>
NET INCREASE (DECREASE)	(217,967)	188,267
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>1,783,999</u>	<u>1,595,732</u>
End of year	<u>\$ 1,566,032</u>	<u>\$ 1,783,999</u>

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the **Eighth Floor Promotions, LLC 401(k) Profit Sharing Plan** (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - Eighth Floor Promotions, LLC (the "Company") adopted a 401(k) profit sharing plan in November 1979. The Plan allows all employees of the Company, not covered by a collective bargaining agreement, who have 60 days of service and have attained age 21 to participate. To be eligible for employer matching and discretionary contributions, employees must complete one year of service. Upon satisfaction of the eligibility requirements, employees may enter the Plan on January 1 and July 1 following their date of eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary deferrals up to 15% of annual compensation up to the Internal Revenue Code Section 402(g) limit. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company matching contributions are discretionary, determined annually by the Company prior to the beginning of the Plan year. The employer match was 20% of the first 5% of participant deferrals for the years ended December 31, 2011 and 2010. The Company, upon approval of the Board of Directors, may also make additional discretionary profit sharing contributions to the Plan. For the years ended December 31, 2011 and 2010, the Company did not make a discretionary profit sharing contribution to the Plan. Contributions are subject to certain limitations.

Forfeitures - Forfeited balances of terminated participants' non-vested accounts are used to pay administrative expenses of the Plan and any remaining forfeitures shall be used to reduce future Company contributions. Forfeitures, which are invested in the Fidelity Spartan Money Market Fund, are reallocated at any time during the Plan year upon request of the Plan administrator. Total forfeitures used to offset employer contributions for the years ended December 31, 2011 and 2010 were \$0 and \$5,096, respectively. Unallocated forfeitures at December 31, 2011 and 2010 were \$3,769 and \$1,356, respectively.

Participant Accounts - Fidelity Management Trust Company (the "Trust") is the trustee and custodian of Plan investments. The Trust maintains the self-directed investment accounts for each participant containing the participant's contributions, Company contributions, net earnings or losses, forfeitures, and distributions and withdrawals. Company contributions and forfeitures are allocated based on participants' compensation as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately, and distinctly, into which investment the participant contribution and employer match and discretionary contribution is to be invested. Subsequent to year end, plan assets were transferred to Transamerica Life Insurance and Annuity Company, who became trustee and custodian of the Plan investments.

Vesting - The following schedule will be used to determine vesting in the Company matching and discretionary profit sharing contributions and their earnings:

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

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - continued

Distributions - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants or designated beneficiaries may elect to receive their vested balance either in a lump-sum amount or payments over a period of time in cash installments or in a form agreeable to the Plan Administrator. If the participant's account balance is \$1,000 or less, the Plan Administrator may elect to automatically distribute the participant's balance in a single-sum payment. In addition, participants may receive distributions of their vested account balance for qualified financial hardships.

Participant Loans - Participants may borrow from the Plan in any amount between \$1,000 and \$50,000, but not more than 50% of their vested account balance. Loans bear interest at an agreed-upon percentage based on prevailing market rates, as determined by the Plan Administrator. Loan terms are for a period not exceeding five years. A longer term may be approved by the Plan Administrator if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest is paid ratably through payroll deductions. Plan provisions allow three loans outstanding at one time.

Investment Options - Upon enrollment in the Plan, a participant may currently direct contributions in any of the 27 investment options in increments of one percent. Participants may change their investment options at any time via phone, Internet, or enrollment form. Deferral percentages can only be changed via the enrollment form.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

Financial Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of net assets, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Fees - Certain administrative fees of the Plan are paid by the Company if Plan forfeitures are not sufficient to cover these expenses. Fees for specific transactions, such as a loan withdrawal, are paid by the individual participant. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value, determined by quoted market prices in an active market, of the underlying funds, which represent the net asset value of shares held by the Plan. See Note D for discussion of fair value measurements. Unrealized appreciation and depreciation are calculated by comparing fair value to cost. Security transactions are recorded on a trade date basis. Gains and losses are computed using the specific identification method. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Participant Loans Receivable - Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified to the allowance for doubtful loans based upon the terms of the Plan document. A reserve of \$8,110 has been recorded for a loan that may be uncollectible as of December 31, 2011. No reserve was considered necessary for participant loans at December 31, 2010.

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - In preparing these financial statements, Plan management has evaluated events and transactions for potential recognition or disclosure through September 28, 2012, the date the financial statements were available to be issued.

Reclassifications - Certain amounts in the 2010 financial statements have been reclassified to conform to the 2011 financial statement presentation.

NOTE C - INVESTMENTS

The Plan's investments are held by a financial services administrated trust fund. The following table presents the fair values of the investments at December 31, 2011 and 2010.

	2011		2010
Fidelity Cash Reserves	\$ -	\$	108
Fidelity Spartan Money Market Fund	93,919 *		122,041 *
Fidelity Spartan 500 Index	160,384 *		159,593 *
T. Rowe Price Growth Stock Fund	43,416		314,294 *
William Blair International Growth	258		195
American Funds Washington Mutual Investors Fund	14,414		12,354
Hartford Floating Rate	4,710		446
Fidelity Diversified International	190,381 *		194,258 *
American Funds New Perspective Fund	2,829		1,401
Templeton World A	1,811		873
Alger Small / Mid-Cap Growth	184,490 *		182,405 *
Columbia Small Cap Value	1,532		1,074
Eaton Vance Large Cap Value A	160,192 *		160,724 *
Gateway Fund Class A	1,178		452
JPMorgan US Large Cap Core Plus	1,343		694
Leuthold Core Investment	12,684		11,290
Ivy Asset Strategy	999		211
T. Rowe Price Mid-Cap Growth	13,628		10,893
AQR Managed Futures Fund CI N	2,497		-
American Century Growth Investor CL	165,138 *		-
Dreyfus Small Cap Stock Index	21		-
Dreyfus International Stock Index	40		-
Eagle Small Cap Growth Fund CI A	329		-
Fidelity US Bond Index Fund	2,188		1,902

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

	<u>2011</u>	<u>2010</u>
PIMCO Total Return Admin	448,769 *	400,052 *
AllianceBernstein Global Bond	3,958	420
Templeton Global Bond I	5,843	494
Eaton Vance Global Macro	3,397	359
Royce Value Plus	-	269
American Funds Growth Fund of America	-	165,741 *
Rydex/S&I Managed Future Strategy	-	291
	<u>\$ 1,520,348</u>	<u>\$ 1,742,834</u>

* Fair values of individual assets represent five percent or more of the Plan's net assets as of December 31, 2011 and 2010.

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

	<u>2011</u>	<u>2010</u>
Equity securities funds	\$ (47,830)	\$ 145,576
Government and corporate bond funds	<u>(8)</u>	<u>1,333</u>
	<u>\$ (47,838)</u>	<u>\$ 146,909</u>

NOTE D - FAIR VALUE MEASUREMENTS

Accounting standards define fair value and establish a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under accounting standards are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE D - FAIR VALUE MEASUREMENTS - continued

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

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

Shares of money market funds: Valued based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

Shares of equity securities funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Shares of government and corporate bond funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	<u>\$ 93,919</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 93,919</u>
Equity securities funds				
Growth and income	351,349	-	-	351,349
Growth	408,015	-	-	408,015
Income	4,710	-	-	4,710
International	195,319	-	-	195,319
Small cap	1,882	-	-	1,882
Asset allocation	<u>999</u>	<u>-</u>	<u>-</u>	<u>999</u>
	<u>962,274</u>	<u>-</u>	<u>-</u>	<u>962,274</u>
Government and corporate bond funds				
Growth and income	2,188	-	-	2,188
Corporate	448,768	-	-	448,768
International	9,802	-	-	9,802
Multi-sector	<u>3,397</u>	<u>-</u>	<u>-</u>	<u>3,397</u>
	<u>464,155</u>	<u>-</u>	<u>-</u>	<u>464,155</u>
Total assets at fair value	<u>\$ 1,520,348</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,520,348</u>

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE D - FAIR VALUE MEASUREMENTS - continued

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 122,149	\$ -	\$ -	\$ 122,149
Equity securities funds				
Growth and income	344,974	-	-	344,974
Growth	674,027	-	-	674,027
Income	446	-	-	446
International	196,727	-	-	196,727
Small cap	1,074	-	-	1,074
Asset allocation	<u>211</u>	<u>-</u>	<u>-</u>	<u>211</u>
	<u>1,217,459</u>	<u>-</u>	<u>-</u>	<u>1,217,459</u>
Government and corporate bond funds				
Growth and income	1,902	-	-	1,902
Corporate	400,052	-	-	400,052
International	913	-	-	913
Multi-sector	<u>359</u>	<u>-</u>	<u>-</u>	<u>359</u>
	<u>403,226</u>	<u>-</u>	<u>-</u>	<u>403,226</u>
Total assets at fair value	\$ 1,742,834	\$ -	\$ -	\$ 1,742,834

NOTE E - TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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

NOTE F - RELATED PARTY TRANSACTIONS

Certain Plan assets are invested with Fidelity Management Trust Company. Thus, Fidelity Management Trust Company, as the trustee defined by the Plan, qualifies as a party-in-interest.

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G - BENEFITS ALLOCABLE TO WITHDRAWN PARTICIPANTS

There were no amounts due to participants who have withdrawn from the Plan and requested benefit payments prior to year-end for the years ended December 31, 2011 and 2010.

NOTE H - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will receive 100 percent of the balance in their accounts. The assets of the Plan will be distributed to the participants after any expenses properly related to the Plan are paid.

NOTE I - RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The financial statements are prepared on an accrual basis whereas the Form 5500 is prepared on a cash basis. The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2011 and 2010.

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 1,566,032	\$ 1,783,999
Less receivables	(5,232)	(2,043)
Write down of loans receivable	<u>8,110</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 1,568,910</u>	<u>\$ 1,781,956</u>

The following is a reconciliation of the net change in net assets available for benefits per the financial statements to Form 5500:

	<u>2011</u>	<u>2010</u>
Net change in net assets available for benefits per the financial statements	\$ (217,967)	\$ 188,267
Less current year contributions receivable	(5,232)	(2,043)
Add prior year contributions receivable	1,946	2,923
Add prior year other receivable	97	-
Write down of loans receivable	<u>8,110</u>	<u>-</u>
Net change in net assets available for benefits per Form 5500	<u>\$ (213,046)</u>	<u>\$ 189,147</u>

NOTE J - NON-EXEMPT TRANSACTIONS

During 2011, the Plan failed to timely remit participant contributions in the amount of \$5,511. As a result of this failure, a non-exempt transaction was reported. The Plan sponsor was liable for lost earnings and excise tax, which will be paid during 2012. During 2010, the Plan failed to timely remit participant contributions in the amount of \$1,761. As a result of this failure, a non-exempt transaction was reported. The Plan sponsor was liable for lost earnings and excise tax, which was paid during 2011.

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4A - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

PLAN EMPLOYER IDENTIFICATION NUMBER: 34-1964898 PLAN NUMBER: 001

YEAR ENDED DECEMBER 31, 2011

Date Contributions Were Withheld From Pay	Date Remitted by the Plan Sponsor	Participant Contributions Transferred Late to the Plan	Total that Constitute Non-Exempt Prohibited Transactions			
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
12/23/2011	2/6/2012	\$ 2,160	\$ -	\$ 2,160	\$ -	\$ -
12/30/2011	2/6/2012	3,351	-	3,351	-	-

The figures above include loan repayments totaling \$362 and \$482 for the payroll periods ending December 23, 2011 and December 30, 2011, respectively.

EIGHTH FLOOR PROMOTIONS, LLC 401(K) PROFIT SHARING PLAN

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

PLAN EMPLOYER IDENTIFICATION NUMBER: 34-1964898 PLAN NUMBER: 001

DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds			
*	Fidelity Spartan Money Market Fund	Money market fund, 93,919.340 units	#	\$ 93,919
	Equity securities funds			
*	Fidelity Spartan 500 Index	Growth and income fund, 3,604.941 units	#	160,384
	T. Rowe Price Growth Stock Fund	Growth fund, 1,377.861 units	#	43,416
	William Blair International Growth	International equity fund, 13.808 units	#	258
	American Funds Washington Mutual Investors Fund	Growth and income fund, 508.962 units	#	14,414
	Hartford Floating Rate	Income fund, 548.320 units	#	4,710
*	Fidelity Diversified International	International equity fund, 7,460.066 units	#	190,381
	American Funds New Perspective Fund	International equity fund, 108.692 units	#	2,829
	Templeton World A	International equity fund, 131.798 units	#	1,811
	Alger Small / Mid-Cap Growth	Growth fund, 12,097.702 units	#	184,490
	Columbia Small Cap Value	Small cap value fund, 37.218 units	#	1,532
	Eaton Vance Large Cap Value A	Growth and income fund, 9,351.528 units	#	160,192
	Gateway Fund Class A	Growth and income fund, 44.611 units	#	1,178
	JPMorgan US Large Cap Core Plus	Growth fund, 68.021 units	#	1,343
	Leuthold Core Investment	Growth and income fund, 810.471 units	#	12,684
	Ivy Asset Strategy	Asset allocation fund, 44.792 units	#	999
	T. Rowe Price Mid-Cap Growth	Growth fund, 258.454 units	#	13,628
	AQR Managed Futures Fund CI N	Growth and income fund, 261.509 units	#	2,497
	American Century Growth Investor CL	Growth fund, 6,721.116 units	#	165,138
	Dreyfus Small Cap Stock Index	Small cap blend fund, 1.072 units	#	21
	Dreyfus International Stock Index	International equity fund, 3.197 units	#	40
	Eagle Small Cap Growth Fund CI A	Small cap fund, 8.771 units	#	329
				<u>962,274</u>
	Government and corporate bond funds			
*	Fidelity US Bond Index Fund	Growth and income bond fund, 185.716 units	#	2,188
	PIMCO Total Return Admin	Corporate bond fund, 41,285.090 units	#	448,769
	AllianceBernstein Global Bond	International bond fund, 473.994 units	#	3,958
	Templeton Global Bond I	International bond fund, 470.881 units	#	5,843
	Eaton Vance Global Macro	Multi-sector bond fund, 345.578 units	#	3,397
				<u>464,155</u>
*	Participant loans	Interest at 4.25%, maximum five-year term, collateralized by 50% of participants' vested account balance.	-0-	<u>48,562</u>
				<u>\$ 1,568,910</u>

* Represents a party-in-interest to the Plan.

Cost not readily determinable.

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

Plan Sponsor's Name	EIGHTH FLOOR PROMOTIONS, LLC
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PN: 001

[illegible]