

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>ELEMENT K 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>02/11/2000</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ELEMENT K</u> <u>107 NORTHEASTERN BLVD</u> <u>NASHUA, NH 03062</u>	2b Employer Identification Number (EIN) <u>16-1599429</u> 2c Sponsor's telephone number <u>603-821-3491</u> 2d Business code (see instructions) <u>611000</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>MICHELLE TAUPIER</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")

ELEMENT K

107 NORTHEASTERN BLVD
NASHUA, NH 03062**3b** Administrator's EIN

16-1599429

3c Administrator's telephone number

603-821-3491

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

492

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**

361

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

149

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

510

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

510

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

480

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

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

2E 2F 2G 2J 2K 2S 2T 3D 3H

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

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 ELEMENT K 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ELEMENT K	D Employer Identification Number (EIN) 16-1599429	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

ASTON FUNDS ARE DISTRIBUTED BY PFPC 161 NORTH CLARK STREET
CHICAGO, IL 60601

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

DELAWARE INVESTMENTS

2005 MARKET STREET
PHILADELPHIA, PA 19103

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

EAGLE FUND DISTRIBUTORS, INC.

59-2385219

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET
JERSEY CITY, NJ 07032

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 52 37 50	RECORD KEEPER	1055	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

ADP BROKER-DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 59 49 99	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59 99	0
(d) Enter name and EIN (address) of source of indirect compensation		
ASTON FUNDS ARE DISTRIBUTED BY PFPC 161 NORTH CLARK STREET CHICAGO, IL 60601		ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		
ASTON FUNDS ARE DISTRIBUTED BY PFPC 161 NORTH CLARK STREET CHICAGO, IL 60601		ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLACKROCK INVESTMENTS, INC. 23-2784752		ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BLACKROCK INVESTMENTS, INC.</p> <p>23-2784752</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		
ADP BROKER-DEALER	60 59	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DAVIS DISTRIBUTORS, LLC</p> <p>85-0360310</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS</p> </div> </div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DAVIS DISTRIBUTORS, LLC</p> <p>85-0360310</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		

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
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DELAWARE INVESTMENTS 2005 MARKET STREET PHILADELPHIA, PA 19103	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DELAWARE INVESTMENTS 2005 MARKET STREET PHILADELPHIA, PA 19103	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DWS INVESTMENTS DISTRIBUTOR, INC.</p> <p>36-3976708</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00070 OF AVERAGE DAILY ASSETS</p> </div> </div>		
ADP BROKER-DEALER	60 59	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EAGLE FUND DISTRIBUTORS, INC.</p> <p>59-2385219</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EAGLE FUND DISTRIBUTORS, INC.</p> <p>59-2385219</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		

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
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59 99	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59 99	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MFS FUND DISTRIBUTORS, INC.</p> <p>04-2747644</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>DWS INVESTMENTS DISTRIBUTOR, INC.</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(b) Service Codes (see instructions)</p> <p>63</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MFS FUND DISTRIBUTORS, INC.</p> <p>04-2747644</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(b) Service Codes (see instructions)</p> <p>60 59</p> </div> <div style="width: 20%;"> <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <div style="display: flex;"> <div style="flex: 1;"> <p>PUTNAM RETAIL MANAGEMENT</p> </div> <div style="flex: 1;"> <p>ONE POST OFFICE SQUARE BOSTON, MA 02109</p> </div> </div> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS</p> </div> </div>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
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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 ELEMENT K 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ELEMENT K		D Employer Identification Number (EIN) 16-1599429

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: DWS STABLE VALUE FUND			
b Name of sponsor of entity listed in (a): DWS TRUST CO			
c EIN-PN 02-0432775-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: DWS STOCK INDEX FUND			
b Name of sponsor of entity listed in (a): DWS TRUST CO			
c EIN-PN 02-0432775-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2160418	
a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND 50			
b Name of sponsor of entity listed in (a): PUTNAM INVESTMENTS			
c EIN-PN 04-3159710-732	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3618507	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> 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 ELEMENT K 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ELEMENT K	D Employer Identification Number (EIN) 16-1599429	

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)	284050	262056
	(9) Value of interest in common/collective trusts.....	1c(9)	5118801	5778926
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	15256107	15682330
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20658958	21723312

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20658958	21723312
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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)	236510	
(B) Participants	2a(1)(B)	1808579	
(C) Others (including rollovers)	2a(1)(C)	374218	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2419307
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15086	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		15086
(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)	340339	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		340339
(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)		163158
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-666512
c Other income.....	2c		94
d Total income. Add all income amounts in column (b) and enter total.....	2d		2271472

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1195840	
(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)		1195840
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		10222
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1056	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1056
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1207118

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1064354
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: BAILEY CARR CPAS PC

(2) EIN: 16-1328984

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		10000000
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>ELEMENT K 401(K) 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>ELEMENT K</u>	D Employer Identification Number (EIN) <u>16-1599429</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	<u>0</u>
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>57-1198022</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): _____

ELEMENT K 401(k) PLAN
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2011 AND DECEMBER 31, 2010

(With Independent Auditors' Report Thereon)

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Bailey, Carr CPAs, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

October 3, 2012

To the Shareholders and Directors
Element K Corporation and Subsidiaries
Rochester, New York 14623

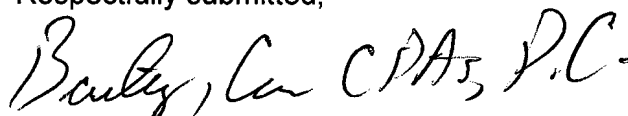
INDEPENDENT AUDITORS' REPORT

We were engaged to audit the accompanying statements of net assets available for benefits of the Element K 401(k) Plan as of December 31, 2011 and December 31, 2010 and for the related statement of changes in net assets available for benefits for the years ended December 31, 2011 and December 31, 2010 and the supplemental schedule of assets held for investment purposes as of 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 Notes C and D, which was certified by DWS Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2011 and December 31, 2010, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully submitted,



Bailey, Carr CPAs, P. C.

Certified Public Accountants

ELEMENT K 401(k) PLAN

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

	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
Investments, at fair value		
Mutual funds	\$ 15,682,330	\$ 15,256,108
Common/collective trusts	<u>5,778,926</u>	<u>5,118,800</u>
TOTAL INVESTMENTS	21,461,256	20,374,908
<u>RECEIVABLES</u>		
Note receivables from participants	<u>319,602</u>	<u>331,374</u>
 <u>NET ASSETS AVAILABLE FOR BENEFITS</u>	 <u>\$ 21,780,858</u>	 <u>\$ 20,706,282</u>

The accompanying notes are an integral part of these statements.

ELEMENT K 401(k) PLAN

COMPARATIVE STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND DECEMBER 31, 2010

	<u>2011</u>	<u>2010</u>
<u>ADDITIONS TO NET ASSETS ATTRIBUTED TO</u>		
<u>INVESTMENT INCOME</u>		
Investment Income	\$ 755,104	\$ 302,911
Net (depreciation) appreciation in fair value of investments	(903,033)	2,077,540
Other Income	94	-
<u>TOTAL INVESTMENT INCOME</u>	<u>(147,835)</u>	<u>2,380,451</u>
 <u>CONTRIBUTIONS</u>		
Participants'	1,808,579	1,547,237
Participant rollovers	374,218	116,735
Employer's	236,510	199,764
<u>TOTAL CONTRIBUTIONS</u>	<u>2,419,307</u>	<u>1,863,736</u>
 <u>TOTAL ADDITIONS</u>	 <u>2,271,472</u>	 <u>4,244,187</u>
 <u>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO</u>		
Benefits paid directly to participants	1,176,392	960,202
In-service withdrawal	19,448	13,128
Excess deferrals refunded to participants	-	966
Administrative fees	1,056	1,574
<u>TOTAL DEDUCTIONS</u>	<u>1,196,896</u>	<u>975,870</u>
 <u>NET INCREASE IN NET ASSETS</u>	 <u>1,074,576</u>	 <u>3,268,317</u>
 <u>NET ASSETS AVAILABLE FOR BENEFITS</u> <u>AT BEGINNING OF YEAR</u>	 <u>20,706,282</u>	 <u>17,437,965</u>
 <u>NET ASSETS AVAILABLE FOR BENEFITS AT</u> <u>END OF YEAR</u>	 <u>\$ 21,780,858</u>	 <u>\$ 20,706,282</u>

The accompanying notes are an integral part of these statements.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE A: DESCRIPTION OF PLAN

The following description of the Element K 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

1. General

The Plan is a participant – directed defined contribution plan available to all employees meeting eligibility requirements as defined below. The Plan was established by Element K Online LLC ("Element K Online") effective February 11, 2000. On February 1, 2004, the Plan updated its name from Element K Online LLC to Element K LLC (the "Company") and merged all entities into one Plan.

Effective as of January 24, 2005, the Company amended the maximum deferral percentage for highly compensated employees to 7% of the gross salary per payroll period. Within the same amendment the Company adopted an automatic enrollment process to the Plan effective April 1, 2005. Pursuant to this amendment, the default deferral percentage contribution is set at 2% per pay period unless a participant affirmatively elects a different percentage or elects not to contribute.

Effective as of March 28, 2005, the Company changed the benefits payments policy relating to an involuntary cash out that exceeds \$1,000 up to \$5,000. If the participant does not elect to receive payment of his/her benefit or to roll the benefits over to an eligible retirement plan, the benefit will be transferred in a direct rollover to an individual retirement account or annuity in the participant's name with a financial institution designated by the Plan Administrator. After this transfer, the participant will have the rights provided to account holders under the terms of the individual retirement account or annuity.

In May 2005, the Company sold the division of Element K Press LLC ("Journals"). The participants from Journals were terminated and, where applicable, balances were distributed to participants.

Effective as of October 1, 2006, the Company reinstated the 401(k) match to the Plan.

On August 2, 2006, Element K LLC was purchased along with all other Element K related entities by NIIT (USA), Inc. As a result of this purchase, a plan of reorganization was implemented and Element K LLC was merged into Element K Corp. on December 20, 2006.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE A: DESCRIPTION OF PLAN – (continued)

As a result of the merger on December 20, 2006, the Plan updated its name on January 1, 2007 from Element K LLC to Element K Corporation.

Effective as of January 1, 2008, the Plan allows catch up contributions for participants who have attained age 50 and non-highly compensated employees are allowed to contribute up to a maximum of 50% of their salary.

In 2011, the default deferral percentage was raised to 4% per pay period unless a participant affirmatively elected a different percentage or elected not to contribute.

On October 14, 2011, Element K Corporation was purchased by Skillsoft Corporation.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Eligibility

Under the provisions of the Plan, all employees of the Company become eligible to participate in the Plan on the first day of the month following the date of hire and after attainment of age 18. To be eligible for the Company's discretionary contributions, participants must also complete 1,000 hours of service during the Plan year and be a participant on the last day of the Plan year, or retire, die, or become disabled during the Plan year.

3. Participant Accounts

Individual accounts are maintained for each participant. Each participant account is credited with participant contributions and allocations of (a) the Company's contributions and (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Plan earnings are allocated daily to participant accounts based on investment balance.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE A: DESCRIPTION OF PLAN – (continued)

4. Contributions

Each participant is eligible to contribute up to a maximum of 50% of their salary, except that a highly compensated employee may only contribute 7% of his/her salary. The contribution amounts were also subject to the 2011 and 2010 limitations of \$16,500 in accordance with Internal Revenue Code regulations. All participant contributions are immediately 100% vested. Catch up contributions for participants who have attained age 50 are allowed. The Company makes a matching contribution of 25% of the first 4% of base compensation a participant contributes to the Plan. There is no Company match for catch up contributions.

The Company has the option to make a discretionary profit sharing contribution. During 2011 and 2010, there were no discretionary contributions made by the Company. In 2011 and 2010, the matching contributions made by the Company were \$236,510 and \$199,764 respectively.

5. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Any Company matching contribution, plus actual earnings thereon, is immediately vested, while vesting of Company discretionary contributions occurs over a period of five years at a rate of 25% for each year of service, commencing with the second year of service. Vested funds are paid to participants in cash on or after the attainment of age 59 ½ or upon retirement.

6. Investment Options

Participants may direct the investment of the elective contributions and may change their investment options daily.

7. Loans to Participants

In addition to withdrawals, the Plan permits participants to borrow from their individual accounts. A participant may borrow the lesser of \$50,000 or 50% of his or her vested account balance with a minimum loan amount of \$1,000. Loans are repayable through bi-weekly/weekly payroll deductions according to the terms of the promissory note. The interest rate charged on the loan will be 1% plus the prime rate as of the date of the loan request. The amount of the loan will be

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE A: DESCRIPTION OF PLAN – (continued)

Loan to Participants – (continued)

treated as an investment choice and the interest paid on the loan is credited to the participant's account. Loans must be repaid over a period not to exceed 5 years unless used to purchase the participant's primary residence, in which case the loan must be repaid over a period not to exceed 10 years. As of December 31, 2011 and 2010, the interest rates on the outstanding loans ranged between 4.25% and 9.25%.

8. Administrative Expenses

Plan participants pay transaction fees (loan processing, etc.) The Company pays for audit fees of the Plan. Employees of the Company provide services to the Plan. Neither these individuals nor the Company receive compensation from the Plan.

9. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant will receive an amount equal to the value of the participant's vested interest in his or her account balance. Hardship withdrawals of elective contributions and rollover contributions are permitted if certain criteria are met. Also, eligible Plan participants may make in-service withdrawals.

10. Forfeited Accounts

Forfeitures from employer matching accounts can be applied to pay administrative expenses of the plan or applied as a credit against employer contributions.

NOTE B: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements are prepared using the accrual basis of accounting.

2. Note Receivables from Participants

Loans to participants are reported at their unpaid balance plus any accrued but unpaid interest.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE B: SIGNIFICANT ACCOUNTING POLICIES – (continued)

3. Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

4. Common Collective Trust

The Stable Fund invests primarily in guaranteed investment contracts ("GICs") or funding agreements, security-backed investment contracts ("SBICs"), separate accounts issued or wrapped by insurance companies, banks or other financial institutions, or externally managed stable value commingled investment funds (collectively, all such investments are referred to herein as "Investment Contracts"). The Fund may also invest in high-quality money market instruments or other similar short-term investments. The investment objective of the Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of GICs, SBICs, and money market instruments.

Fair value represents quoted market prices for synthetic GICs, while the fair value of conventional GICs is determined using a discounted cash flow methodology where the individual contract cash flows are discounted at the prevailing interpolated yield curve rate as of year-end.

The Stock Index Fund is a Trust which seeks to replicate as closely as practical the Standard & Poor's 500 Stock Index. The Trust seeks to achieve its objective by investing directly in substantially the same equities in substantially the same proportion as those equities which comprise the Standard & Poor's 500 Stock Index, or, to the extent of 25% of the assets of the Trust, through use of cash equivalents and derivative instruments, or by investing all or a portion of the assets of the Trust directly or indirectly in a commingled fund or a mutual fund with similar objectives and investment strategy, or a combination thereof.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE B: SIGNIFICANT ACCOUNTING POLICIES – (continued)

4. Common Collective Trust – (continued)

The plan's investment interest in the net assets of the Putnam Stable Value Fund at December 31, 2011 was .06%. The DWS Stable Value Fund liquidated in 2011. The Plan's investment in the net assets of the DWS Stable Value fund as December 31, 2010 was .9%.

The plan's investments in the net assets of DWS stock index fund, which seeks to duplicate the Standard & Poor's 500 Stock Index Fund, as December 31, 2011 and 2010 were 1.7% and 1.8%.

5. 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.

6. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

7. Federal Income Taxes

Under applicable provisions of the Internal Revenue Code, all income, including capital gains or losses, is exempt from Federal income taxation.

8. Payment of Benefits

Benefits are recorded when paid.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE B: SIGNIFICANT ACCOUNTING POLICIES – (continued)

9. Subsequent Events

The plan has evaluated subsequent events through October 3, 2012, the date the financial statements were available to be issued. See Note G.

NOTE C: FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement 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 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This 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, 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 they generally provide the most reliable evidence of fair value. Level 2 inputs were used to measure the common/collective fund. No investments have Level 3 inputs.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements

The fair value of common/collective funds is based on the closing net asset value per unit/share.

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.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE C: FAIR VALUE MEASUREMENTS – (continued)

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. All investment information disclosed for the years ended December 31, 2011 and 2010 was obtained or derived from information supplied to the Plan Administrator and certified as complete by DWS Investments, Trustee and Custodian.

	<u>Fair Value</u>	<u>Quoted Price in Active Market Level 1</u>	<u>Significant Other Observable Market Level 2</u>
December 31, 2011			
Mutual Fund	\$ 15,682,330	\$ 15,682,330	\$ -
Common/Collective Trust	<u>5,778,926</u>	<u>-</u>	<u>5,778,926</u>
Total	<u>\$ 21,461,256</u>	<u>\$ 15,682,330</u>	<u>\$ 5,778,926</u>
December 31, 2010			
Mutual Fund	\$ 15,256,108	\$ 15,256,108	\$ -
Common/Collective Trust	<u>5,118,800</u>	<u>-</u>	<u>5,118,800</u>
Total	<u>\$ 20,374,908</u>	<u>\$ 15,256,108</u>	<u>\$ 5,118,800</u>

NOTE D: INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2011 and 2010, and net (depreciation) appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2011 and 2010 was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by DWS Investments, Trustee and Custodian.

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

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE D: INVESTMENTS – (continued)

Mutual Funds	<u>2011</u>	<u>2010</u>
Eagle Mid Cap	\$ (8,537)	\$ -
Delaware Small Cap	(1,135)	-
Davis New York Venture Fund	(13,116)	15,236
AC Strategic Conservative Fund	(9,919)	12,336
AC Strategic Moderate Fund	(53,487)	83,986
AC Aggressive Fund	(26,112)	52,738
T Rowe Price Fund	(72,333)	366,746
Lord Abbot Small Cap Fund	(22,142)	56,282
Goldman Sachs Mid Cap Fund	(124,250)	261,590
DWS Global Opportunities Fund	(297,007)	471,542
MFS Total Return Fund	(1,312)	78,297
MFS International Fund	(38,325)	169,023
DWS Strategic Value Fund	(4,476)	69,314
PIMCO Total Return Fund	(4,523)	(5,283)
MFS Technology	(17,312)	156,473
Black rock Equity Dividend	(6,103)	9,436
Aston/Fairpoint Mid Cap	(3,997)	-
MFS New Discovery	(168,411)	-
T Rowe Price Small Cap	<u>(8,091)</u>	<u>-</u>
Total Mutual Funds	<u>(880,588)</u>	<u>1,797,716</u>
Common/collective Trusts		
DWS Stock Index Fund	<u>(22,445)</u>	<u>279,824</u>
Total Common/collective Trusts	<u>(22,445)</u>	<u>279,824</u>
Total net (depreciation) appreciation in fair value of investments	<u>\$ (903,033)</u>	<u>\$ 2,077,540</u>

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE D: INVESTMENTS – (continued)

The fair market values of individual investments that represent 5 percent or more of the Plan's net assets as of December 31, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Putnam Stable Value Fund	\$ 3,618,507	\$ -
DWS Stable Value Fund*	-	2,873,791
DWS Stock Index Fund*	2,160,418	2,245,009
DWS Global Opportunities – S Fund*	1,680,961	2,257,884
PIMCO Total Return Fund	2,397,442	2,294,136
MFS International Fund	1,740,337	1,814,296
T Rowe Price Gr Fund	2,523,947	2,513,389
Goldman Sachs Midcap Fund	-	1,311,602
MFS Total Return	1,136,763	1,130,024
AC Strategic Moderate	1,634,736	-

* Indicates a party in interest to the Plan

NOTE E: FEDERAL INCOME TAX STATUS

The Plan has received an opinion letter from the Internal Revenue Service dated December 10, 2001, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Internal revenue Code (the "Code"), and that the employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the code. Therefore, the related Plan is exempt from taxation. Subsequent to the issuance of this opinion letter, the Plan has been amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the Code, and therefore believes that the Plan is qualified and the related trust is tax-exempt. The company also believes there are no uncertain tax positions. Form 5500 for the company remains subject to examination by authorities for 2010, 2011 and 2012.

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE F: PARTY-IN-INTEREST TRANSACTIONS

Transactions involving employer securities, funds administered by DWS Investments, the current trustee of the Plan, funds administered by ADP Retirement Services, the record keeper of the Plan, and participant loans are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

NOTE G: PLAN TERMINATION

On October 14, 2011, Element K Corporation merged with SkillSoft. The intent is to have the plan merged by December 31, 2011. As of October 3, 2012, approval for termination has not been applied for with the Internal Revenue Service. All participant accounts will become 100% vested in their account balances and will have the option to receive a distribution (less applicable penalties and taxes) transfer their balance to a Individual Retirement Account or transfer their balance to SkillSoft's Profit Sharing Plan.

NOTE H: CERTIFICATION BY CUSTODIAN

DWS Investments, as Trustee and Custodian, has certified to the completeness and accuracy of the assets of the Plan held by them as of December 31, 2011 and 2010 and the related investment income (including interest, dividends and net appreciation or (depreciation) in quoted market value of investments) of the Plan for the years ended December 31, 2011 and 2010.

NOTE I: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
Net assets available for benefits per the financial statements	\$ 21,780,858	\$ 20,706,282
Deemed distribution loans	<u>(57,556)</u>	<u>(47,324)</u>
Net assets available for Plan benefits per Form 5500	<u>\$ 21,723,312</u>	<u>\$ 20,658,958</u>

ELEMENT K 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND DECEMBER 31, 2010

NOTE I: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 –
(continued)

Deemed distribution loans (DDL) occur when a participant misses a loan payment. The Plan treats DDL's as outstanding loans, while the 5500, per IRS instruction, must exclude DDL's from assets reported.

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
Benefits paid to participants per the financial statements	\$ 1,176,392	\$ 960,202
In Service Withdrawals	19,448	13,128
Deemed Distribution Loans	<u>-</u>	<u>(42,325)</u>
Benefits paid to participants per Form 5500	<u>\$ 1,195,840</u>	<u>\$ 931,005</u>

In Service Withdrawal are reported separately on the financial statements and Deemed Distribution Loans paid out on termination are reported separately on Form 5500.

ELEMENT K 401(k) PLAN

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2011

EIN# 16-1580053

Plan #001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or <u>similar party/description of investment</u>	Shares and <u>rate of interest</u>	<u>Cost</u>	<u>Market Value</u>
	Mutual Funds			
	Eagle Mid Cap	3,348	\$	95,358
	Delaware Small Cap	426		15,429
	Davis NY Venture Fund	6,894		223,974
	AC Strategic Conservative	54,591		300,798
	AC Strategic Moderate	255,428		1,634,736
	AC Strategic Aggressive	70,789		521,009
	T Rowe Price Gr	80,900		2,523,947
	T Rowe Price Sm Cap	2,050		63,622
	Aston/Fairpointe Mid Cap	2,086		61,712
	Goldman Sachs Mid Cap	31,249		1,042,457
	Pimco Total Return- Admin	220,556		2,397,442
	MFS International	73,277		1,740,337
*	DWS Global	81,082		1,680,961
	MFS Total Return	80,144		1,136,764
	MFS Technology	64,902		961,205
	MFS New Discovery	24,773		429,073
*	DWS Strategic	15,568		491,963
	Blackrock Equity Dividend	19,920		361,544
	Participant loans	4.25% - 9.25% with various maturity dates		319,602
	Common/collective trusts			
	Putnam Stable Value Fund	3,618,507		3,618,507
*	DWS Stock Index Fund	53,055		<u>2,160,418</u>
				<u>\$ 21,780,858</u>

(a) *Indicates a party in interest to the Plan.

(d) Column (d) is blank as all investments are participant directed.

The accompanying notes are an integral part of these statements.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

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

Plan Name ELEMENT K 401(K) PLAN

EIN: 16-1599429

Plan Sponsor's Name ELEMENT K

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	EAGLE MID CAP GR - A	REGISTERED INVESTMENT COMPANY		95,358
	DELAWARE SMALL CAP VALUE - A	REGISTERED INVESTMENT COMPANY		15,429
	DAVIS NEW YORK VENTURE FUND- A	REGISTERED INVESTMENT COMPANY		223,974
	AC STRAT ALLOC CONS FUND - INV	REGISTERED INVESTMENT COMPANY		300,798
	AC STRATEGIC ALLOC MOD FD- INV	REGISTERED INVESTMENT COMPANY		1,634,736
	AC STRAT ALLOC AGG FUND- INV	REGISTERED INVESTMENT COMPANY		521,009
	T. ROWE PRICE GR STOCK FD -ADV	REGISTERED INVESTMENT COMPANY		2,523,947

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

Plan Name ELEMENT K 401(K) PLAN

EIN: 16-1599429

Plan Sponsor's Name ELEMENT K

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MFS TECHNOLOGY - A	REGISTERED INVESTMENT COMPANY		961,205
	BLACKROCK EQUITY DIVIDEND - A	REGISTERED INVESTMENT COMPANY		361,544
	GS MID CAP VALUE FUND - A	REGISTERED INVESTMENT COMPANY		1,042,457
	PIMCO TOTAL RETURN - ADMIN	REGISTERED INVESTMENT COMPANY		2,397,442
	MFS INTERNATIONAL VALUE - A	REGISTERED INVESTMENT COMPANY		1,740,337
	ASTON/FAIRPOINTE MID CAP - N	REGISTERED INVESTMENT COMPANY		61,713
	MFS NEW DISCOVERY - R3	REGISTERED INVESTMENT COMPANY		429,073

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

Plan Name ELEMENT K 401(K) PLAN

EIN: 16-1599429

Plan Sponsor's Name ELEMENT K

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DWS GLOBAL SMALL CAP GROWTH S	REGISTERED INVESTMENT COMPANY		1,680,961
	MFS TOTAL RETURN - A	REGISTERED INVESTMENT COMPANY		1,136,763
	DWS EQUITY DIVIDEND A	REGISTERED INVESTMENT COMPANY		491,963
	T. ROWE PRICE SM-CAP STOCK-ADV	REGISTERED INVESTMENT COMPANY		63,622
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		262,056
	DWS STOCK INDEX FUND	COMMON/COLLECTIVE TRUST		2,160,418
	PUTNAM STABLE VALUE FUND 50	COMMON/COLLECTIVE TRUST		3,618,507