

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>NETWORK HARDWARE RESALE, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1999</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1999</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>NHR HOLDINGS, LLC</u> <u>6500 HOLLISTER AVENUE</u> <u>SUITE 210</u> <u>GOLETA, CA 93117</u> <u>6500 HOLLISTER AVENUE</u> <u>SUITE 210</u> <u>GOLETA, CA 93117</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>90-0730122</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>805-964-9975</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541519</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>90-0730122</u>	2c Sponsor's telephone number <u>805-964-9975</u>	2d Business code (see instructions) <u>541519</u>	
2b Employer Identification Number (EIN) <u>90-0730122</u>					
2c Sponsor's telephone number <u>805-964-9975</u>					
2d Business code (see instructions) <u>541519</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>10/15/2012</u>	<u>JEANNINE SERBANICH</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") NHR HOLDINGS, LLC 6500 HOLLISTER AVENUE SUITE 210 GOLETA, CA 93117	3b Administrator's EIN 90-0730122 3c Administrator's telephone number 805-964-9975
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name NETWORK HARDWARE RESALE, INC.	4b EIN 33-0699468 4c PN 002
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5 Total number of participants at the beginning of the plan year	5	196
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	244
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	8
d Subtotal. Add lines 6a , 6b , and 6c	6d	252
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	252
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	151
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	20

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan NETWORK HARDWARE RESALE, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 NHR HOLDINGS, LLC	D Employer Identification Number (EIN) 90-0730122

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	956	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation COL SM CAP VAL II Z - COLUMBIA MGT 04-3156901		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINAN	0.26%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WFA SM CAP VAL INV - BOSTON FINANCI	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
(d) Enter name and EIN (address) of source of indirect compensation		

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>NETWORK HARDWARE RESALE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NHR HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>90-0730122</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	<u>391423</u>	<u>304959</u>
(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)	<u>57775</u>	<u>82032</u>
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>9216285</u>	<u>9567414</u>
(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	9665483	9954405

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9665483	9954405
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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)	205463	
(B) Participants	2a(1)(B)	982286	
(C) Others (including rollovers)	2a(1)(C)	67966	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1255715
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	44	
(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)	2546	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2590
(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)	299462	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		299462
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-811839
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		745928

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	421594	
(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)		421594
f Corrective distributions (see instructions)	2f		34448
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	964	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		964
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		457006

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		288922
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: DAMITZ, BROOKS, NIGHTINGALE, ET AL.

(2) EIN: 77-0076647

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)

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

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

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

A Name of plan <u>NETWORK HARDWARE RESALE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NHR HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>90-0730122</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

NETWORK HARDWARE RESALE, INC.
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
NHR Holdings, LLC
Sponsor of the Network Hardware Resale, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Network Hardware Resale, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, 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 Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator Fidelity 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 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 schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements 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.

Damitz, Brooks, Nightingale, Turner & Morrisset

Damitz, Brooks, Nightingale,
Turner & Morrisset
Santa Barbara, California
September 28, 2012

NETWORK HARDWARE RESALE, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
<i>Assets</i>		
<i>Investments at fair value</i>		
Interest in registered investment companies	<u>\$ 9,872,373</u>	<u>\$ 9,607,708</u>
<i>Receivables</i>		
Employer contributions receivable	5,000	-
Notes receivable from participants	<u>82,032</u>	<u>57,775</u>
	<u>87,032</u>	<u>57,775</u>
<i>Net Assets Available for Benefits</i>	<u><u>\$ 9,959,405</u></u>	<u><u>\$ 9,665,483</u></u>

The accompanying notes are an integral part of these statements.

NETWORK HARDWARE RESALE, INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions to (Deductions from) Net Assets Attributed to:

Contributions:

Employer	\$ 210,463
Participant	982,286
Rollovers	67,966
<i>Total contributions</i>	<u>1,260,715</u>

Investment income (loss)

Investment loss and net depreciation in fair value of investments	(811,839)
Dividend income	299,462
Interest income	44
<i>Total investment income (loss)</i>	<u>(512,333)</u>

Interest earned on notes receivable from participants

	<u>2,546</u>
<i>Total additions</i>	<u>750,928</u>

Benefit payments and expenses

Benefits paid to participants	(421,594)
Corrective distributions	(34,448)
Administrative expenses	(964)
<i>Total benefit payments and expenses</i>	<u>(457,006)</u>

Increase in net assets available for benefits

Net Assets Available for Benefits:

<i>Net assets - beginning of year</i>	<u>9,665,483</u>
<i>Net assets - end of year</i>	<u>\$ 9,959,405</u>

The accompanying notes are an integral part of these statements.

Network Hardware Resale, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2011

1. PLAN DESCRIPTION

The following description of the Network Hardware Resale, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Network Hardware Resale, Inc. 401(k) Plan is a defined contribution plan covering all non-leased, United States (U.S.) resident employees of NHR Holdings, LLC. and its wholly owned subsidiaries, Network Hardware Resale, LLC, Network Hardware Resale, Inc. and Network Hardware Services, LLC, (collectively, the Company) who have attained the age of 21, have completed three months of service, and perform services in offices located in the U.S. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 60% of pre-tax annual compensation, as defined in the Plan, subject to the annual limitation imposed by the Internal Revenue Code (IRC), which was \$16,500 for 2011. Under IRC regulations, participants who have obtained age 50 before the end of the Plan year are eligible to make additional catch-up contributions of up to \$5,500. Participants may change their contribution rates monthly or suspend them at any time. Participants may elect to contribute up to 100% of pre-tax bonus compensation as defined in the Plan.

Participants may direct contributions to a selection of registered investment companies offered under the Plan's investment contract. Participants may change their investment choices daily.

The Company can make discretionary and/or matching contributions to the Plan. The Company's matching percentage and maximum amount are determined annually, prior to the beginning of each Plan year, and may be changed at any time. Company matching contributions for 2011 were equal to up to 5% of the participant's compensation up to a maximum of \$2,500. Participants who have completed at least six months of service and have obtained the age of 21 as defined by the Plan are eligible for the employer match. The Company made matching contributions of \$210,463 during the Plan year ended December 31, 2011.

1. PLAN DESCRIPTION (Cont.)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of a) the Company's contribution and, b) investment earnings, and is charged with certain investment and administrative expenses. Investment earnings are credited based upon the increase in market value per unit of investments held. Administrative expenses charged to participants consist of check fees for distributions and loans and annual fees for loan maintenance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contributions plus actual earnings thereon is based on years of service. A participant becomes vested in the Employer's contributions in accordance with the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Years of service include all years the participant has worked for the Employer, regardless of the participant's date of enrollment in the Plan. Years of service for participants with breaks in service are adjusted for the years of breaks in service.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms are for a maximum of five years unless the proceeds are used to buy a principal residence, in which case the loan term may not exceed ten years. The loans are secured by the balance in the participant's account and bear interest at a fixed rate which is determined at the date of issuance. Plan participant loans at December 31, 2011 have a rate of 3.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator for loans with like circumstances. Principal and interest are paid through payroll deduction or by payment to the Company. A loan becomes immediately due and payable upon a participant's termination from employment or death.

1. PLAN DESCRIPTION (Cont.)

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments over a fixed period. At December 31, 2011, all participants who elected to withdraw from the Plan and requested a distribution of their account had received a distribution from the Plan. Account balances of continuing plan participants at December 31, 2011 were \$9,954,383.

Forfeitures

Forfeitures may be used to reduce Company contributions to the Plan. Total forfeitures for the year ended December 31, 2011 were \$53,283. Unallocated forfeitures were \$22 and \$73 at December 31, 2011 and 2010, respectively. Forfeitures of \$53,334 were used to reduce the Company contributions during the year ended December 31, 2011.

Administrative Expenses

All administrative expenses, except for those charged to participants for check fees and loan administration, are paid by the Company on behalf of the Plan. Plan administrative expenses paid by the Company for the plan year ended December 31, 2011 were approximately \$25,000.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates and Basis of Accounting

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and the disclosure of contingent assets and liabilities. Actual results could materially differ from those estimates.

Investment Valuation

The Plan's investments in registered investment companies represent the fund participation units owned by the Plan and are based on the net asset value of the units held by the Plan at the end of the year. Quoted market prices of the underlying investments are used to value each fund. The net asset values of the funds represent the fair value at the end of the year, and there are no redemption restrictions. See Note 3 for valuation methodology by type of investment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Notes Receivable from Participants

Loans to participants are classified as notes receivable and measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions to participants.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through September 28, 2012, the date the financial statements were available to be issued. No material subsequent events were identified for recognition or disclosure.

3. FAIR VALUE MEASUREMENTS

Valuation of Investments

FASB's Accounting Standards Codification ASC 820-10-35, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10-35 are described below:

- Level 1 – Quoted prices are available in active markets for identical investments as of the reporting date.
- Level 2 – Pricing inputs, including broker quotes, are generally those other than exchange quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.
- Level 3 – Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation.

3. FAIR VALUE MEASUREMENTS (Cont.)

The following table sets forth, by level within the fair value hierarchy, the Plan investment assets at fair value as of:

December 31, 2011				
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large Cap Equity Funds	\$ 977,939	\$ -	\$ -	\$ 977,939
Mid Cap Equity Funds	757,912	-	-	757,912
Small Cap Equity Funds	439,553	-	-	439,553
Global Equity Funds	901,141	-	-	901,141
Target Date Funds	5,298,895	-	-	5,298,895
Fixed Income Funds	1,191,974	-	-	1,191,974
Money Market Funds	304,959	-	-	304,959
	<u>\$ 9,872,373</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,872,373</u>

December 31, 2010				
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large Cap Equity Funds	\$ 890,662	\$ -	\$ -	\$ 890,662
Mid Cap Equity Funds	687,802	-	-	687,802
Small Cap Equity Funds	398,707	-	-	398,707
Global Equity Funds	994,308	-	-	994,308
Target Date Funds	5,219,467	-	-	5,219,467
Fixed Income Funds	1,025,339	-	-	1,025,339
Money Market Funds	391,423	-	-	391,423
	<u>\$ 9,607,708</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,607,708</u>

4. INVESTMENTS

The following investments represent 5% or more of the Plan's net assets at December 31, 2011:

Fidelity Freedom 2030	\$ 575,358
Pimco Total Return Admin	1,048,162
Fidelity Freedom 2045	1,346,587
Fidelity Freedom 2035	1,399,853
Fidelity Freedom 2040	1,624,868

The following investments represent 5% or more of the Plan's net assets at December 31, 2010:

Fidelity Freedom 2030	\$ 552,160
Pimco Total Return Admin	920,373
Fidelity Freedom 2045	1,277,858
Fidelity Freedom 2035	1,393,556
Fidelity Freedom 2040	1,570,327

5. INCOME TAX STATUS

The Plan obtained an opinion letter dated March 31, 2008 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable sections of the IRC. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe the Plan was qualified and the related trust was tax-exempt as of the financial statement date. As a result, the Plan has not provided for Federal or applicable state income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is no longer subject to income tax examinations for tax years prior to 2009.

6. UNAUDITED INFORMATION CERTIFIED BY THE CUSTODIAN

The Plan's investments are held by Fidelity Management Trust Company. The Plan's administrator has instructed the independent public accountants not to examine the information certified and accurate by the trustee. The trustee's certification applies to all Plan assets. Total net investment loss as certified by the trustee for the year ended December 31, 2011 was \$509,787.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

8. RISKS AND UNCERTAINTIES

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

9. DIFFERENCES TO IRS FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per financial statements	\$9,959,405	\$9,665,483
Less: Employer contributions receivable	(5,000)	-
Net assets available for benefits per the Form 5500	<u>\$9,954,405</u>	<u>\$9,665,483</u>

The following is a reconciliation of contributions per the financial statements at December 31, 2011 to Form 5500:

Total contributions per the financial statements	\$ 1,260,715
Less: Current year employer contributions receivable	<u>5,000</u>
Total contributions per the Form 5500	<u>\$ 1,255,715</u>

SUPPLEMENTAL SCHEDULE

NETWORK HARDWARE RESALE, INC. 401(k) PLAN

EIN 33-0699468

**Schedule H - Part IV - Line 4i - Schedule Of Assets Held For Investment Purposes at End of Year
December 31, 2011**

(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 (2)	(e) Current Value
	Participant Loans (1)	Interest Rate - 3.25%	\$ -	\$ 82,032
	* Fidelity Investments Institutional Operations Company			
	Pimco Total Return Admin	Mutual Fund		1,048,162
	Morgan Stanley Inst Mid Cap Growth P	Mutual Fund		470,337
	Columbia Small Cap Value II Z	Mutual Fund		46,326
	Allianz NFJ Dividend Value Admin	Mutual Fund		348,233
	Wells Fargo Advantage Small Cap Val Inv	Mutual Fund		393,227
*	Fidelity Fund	Mutual Fund		116,829
*	Fidelity Capital & Income	Mutual Fund		143,812
*	Fidelity Value	Mutual Fund		46,610
*	Fidelity Leverage Company Stock	Mutual Fund		222,626
*	Fidelity International Discovery	Mutual Fund		403,999
*	Fidelity Capital Appreciation	Mutual Fund		347,150
*	Fidelity Emerging Markets	Mutual Fund		370,713
*	Fidelity Freedom Income	Mutual Fund		37,069
*	Fidelity Freedom 2000	Mutual Fund		49,937
*	Fidelity Freedom 2010	Mutual Fund		25,352
*	Fidelity Freedom 2020	Mutual Fund		36,181
*	Fidelity Freedom 2030	Mutual Fund		575,358
*	Fidelity Spartan Extended Mkt Index Inv	Mutual Fund		18,339
*	Fidelity Spartan International Inded Inv	Mutual Fund		126,429
*	Fidelity Retirement Money Market	Mutual Fund		304,959
*	Fidelity Spartan 500 Index Inv	Mutual Fund		165,727
*	Fidelity Freedom 2040	Mutual Fund		1,624,868
*	Fidelity Freedom 2005	Mutual Fund		7,102
*	Fidelity Freedom 2015	Mutual Fund		783
*	Fidelity Freedom 2025	Mutual Fund		32,295
*	Fidelity Freedom 2035	Mutual Fund		1,399,853
*	Fidelity Freedom 2045	Mutual Fund		1,346,587
*	Fidelity Freedom 2050	Mutual Fund		163,510
Total assets held for investment purposes				\$ 9,954,405

* Custodian for the Plan and, therefore, a party-in-interest for which a statutory exemption exists.

(1) The interest rate for all loans is 3.25%. The maturity dates range from 2012 to 2016. Loans to participants are collateralized by the participant's vested account balances.

(2) The cost of participant-directed investments is not required to be disclosed.

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2011

<u>Fund Name (Cusip #)</u>	<u>Share Balance</u> <u>12/31/2011</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
PIMCO TOT RETURN ADM	96,427.017	\$1,048,667.00	\$10.87	\$1,048,161.67
MSIF MID CAP GRTH P	14,804.443	\$451,232.59	\$31.77	\$470,337.15
COL SM CAP VAL II Z	3,462.338	\$38,465.56	\$13.38	\$46,326.08
ALLNZ NFJ DIV VAL AD	30,281.114	\$353,238.41	\$11.50	\$348,232.81
WFA SM CAP VAL INV	13,177.846	\$370,866.65	\$29.84	\$393,226.92
FID FIDELITY FUND	3,750.524	\$107,168.87	\$31.15	\$116,828.82
FID CAPITAL & INCOME	16,587.302	\$141,429.83	\$8.67	\$143,811.91
FID VALUE	734.361	\$41,702.41	\$63.47	\$46,609.89
FID LEVERGD CO STK	8,866.020	\$219,207.54	\$25.11	\$222,625.76
FID INTL DISCOVERY	14,632.350	\$485,297.17	\$27.61	\$403,999.18
FID CAPITAL APPREC	14,100.329	\$323,015.99	\$24.62	\$347,150.10
FID EMERGING MKTS	18,065.936	\$418,500.40	\$20.52	\$370,713.01
FID FREEDOM INCOME	3,297.980	\$36,881.35	\$11.24	\$37,069.30
FID FREEDOM 2000	4,203.454	\$49,382.42	\$11.88	\$49,937.03
FID FREEDOM 2010	1,935.278	\$25,248.28	\$13.10	\$25,352.14
FID FREEDOM 2020	2,757.729	\$35,146.36	\$13.12	\$36,181.40
FID FREEDOM 2030	44,809.809	\$535,915.81	\$12.84	\$575,357.95
SPTN EXT MKT IDX INV	517.161	\$17,988.62	\$35.46	\$18,338.53
SPTN INTL INDEX INV	4,249.721	\$139,860.56	\$29.75	\$126,429.20
FID RETIRE MMKT	304,959.270	\$304,959.27	\$1.00	\$304,959.27
SPTN 500 INDEX INV	3,725.032	\$147,407.60	\$44.49	\$165,726.67
FID FREEDOM 2040	220,770.110	\$1,745,448.21	\$7.36	\$1,624,868.01
FID FREEDOM 2005	675.138	\$7,197.66	\$10.52	\$7,102.45
FID FREEDOM 2015	71.656	\$735.20	\$10.93	\$783.20

Plan: 38998

Network Hardware Resale, Inc. 401(k) Plan

Run Date: 01/14/2012

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2011

<u>Fund Name (Cusip #)</u>	<u>Share Balance 12/31/2011</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
FID FREEDOM 2025	2,987.477	\$32,900.01	\$10.81	\$32,294.63
FID FREEDOM 2035	132,687.500	\$1,529,533.00	\$10.55	\$1,399,853.13
FID FREEDOM 2045	154,958.160	\$1,395,572.53	\$8.69	\$1,346,586.41
FID FREEDOM 2050	19,146.414	\$164,994.30	\$8.54	\$163,510.38
OUTSTANDING LOAN BALANCE				\$82,032.02

			NET ASSETS 12/31/2011:	\$9,954,405.02
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Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See chapter 7 of the Fidelity auditor's guide for financial statement presentation and disclosure information.