

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>CENTURY II STAFFING, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>333</u> 1c Effective date of plan <u>01/01/1998</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CENTURY II STAFFING, INC.</u> <u>278 FRANKLIN ROAD SUITE 350</u> <u>BRENTWOOD, TN 37027</u>	2b Employer Identification Number (EIN) <u>62-1247089</u> 2c Sponsor's telephone number <u>615-665-9060</u> 2d Business code (see instructions) <u>561300</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>KIM TROUP</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") CENTURY II STAFFING, INC. 278 FRANKLIN ROAD SUITE 350 BRENTWOOD, TN 37027	3b Administrator's EIN 62-1247089 3c Administrator's telephone number 615-665-9060
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1858
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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	3406
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	802
d Subtotal. Add lines 6a , 6b , and 6c	6d	4208
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	4208
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2143
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11

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

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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 CENTURY II STAFFING, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 CENTURY II STAFFING, INC.	D Employer Identification Number (EIN) 62-1247089	

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

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY, U.S.A.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	59378	2187	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid 155036	(b) Total amount of fees paid 76683
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

WELLS FARGO ADVISORS	ATTN WF 1040 PO BOX 1357 RICHMOND, VA 23286-0132
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
144421			4

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

KSM BUSINESS SERVICES, INC	800 E. 96TH STREET SUITE 500 INDIANAPOLIS, IN 46240
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10615	76560	TPA FEES	4

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

VANGUARD GROUP, INC

PO BOX 2600
VALLEY FORGE, PA 19482-2600

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	123	REDEMPTION FEE	6

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	273788
5 Current value of plan's interest under this contract in separate accounts at year end	5	39720945

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	273788	

▶ PLAN TRANSFERS IN

(6) Total additions	7c(6)	273788
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d Total of balance and additions (add b and c(6))	7d	273788
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract e(5) from d)	7f	273788
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan CENTURY II STAFFING, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 CENTURY II STAFFING, INC.	D Employer Identification Number (EIN) 62-1247089	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

01-0233346

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

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

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

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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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>CENTURY II STAFFING, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CENTURY II STAFFING, INC.</u>	D Employer Identification Number (EIN) <u>62-1247089</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>500 INDEX FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>558026</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP VALUE FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>81291</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN BALANCED FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>106712</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN CENTURY VISTA</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK GLOBAL ALLOCATION</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>50865</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK LARGE VALUE</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLUE CHIP GROWTH FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>179631</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: BRIDGEWAY ULTRA-SMALL CO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 214211

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VLAUE & RESTRUCTURING		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 223663

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YOUR VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 214733

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 123986

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 455876

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 308900

a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18071

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25106

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1628685

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 344758

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34696

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9543

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 113127

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL HIGH YIELD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 147213

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25372

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 684482

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82059

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON PARTNERS AGG GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 151162

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4593042

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9151744
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2122792
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8383353
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2362415
a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 123706
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135172
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 220981
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70299
a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82407
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 275500

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 241501

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 634237

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106590

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51175

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35697

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77656

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136932

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 181671

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 665783

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 187549

a Name of MTIA, CCT, PSA, or 103-12 IE: RIVERSOURCE MID CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40715

a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109044

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111626

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4561

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91626

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 119736

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57847

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40316

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32783

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98366

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 372201

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 152022

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE SCE & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 353997

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE SPECTRUM INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 202717

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125345

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 276797

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91786

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79821

a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46647

a Name of MTIA, CCT, PSA, or 103-12 IE: US SMALL CAP		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33842

a Name of MTIA, CCT, PSA, or 103-12 IE: AIM SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71175

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 138446

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111970

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INTERNATIONAL VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20086

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BALANCED SHEET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 179131

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79992

a Name of MTIA, CCT, PSA, or 103-12 IE: JH GUARANTEED 10 YEAR FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37184

a Name of MTIA, CCT, PSA, or 103-12 IE: JH GUARANTEED 3 YEAR FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 162765

a Name of MTIA, CCT, PSA, or 103-12 IE: JH GUARANTEED 5 YEAR FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73839

a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT MID CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31947

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2010		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30523

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2015		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65052

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2020		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253016

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2025		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 397804

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2030		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 196733

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2035		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 248870

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2040		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87983

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 304716

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2050		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4942

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118876

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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>CENTURY II STAFFING, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURY II STAFFING, INC.</u>	D Employer Identification Number (EIN) <u>62-1247089</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	20489	148221
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	47434	43018
(2) Participant contributions	1b(2)	22000	93280
(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)	25162	676574
(9) Value of interest in common/collective trusts.....	1c(9)	1211604	684482
(10) Value of interest in pooled separate accounts.....	1c(10)	25813511	39720945
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		273788
(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	27140200	41640308

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	92683	130670
k Total liabilities (add all amounts in lines 1g through 1j)	1k	92683	130670

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27047517	41509638
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	957708	
(B) Participants	2a(1)(B)	2474208	
(C) Others (including rollovers)	2a(1)(C)	691533	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4123449

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)	1268	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1268

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-363703
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3761014

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2587677	
(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)		2587677
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	223792	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		223792
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2811469

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		949545
l Transfers of assets:			
(1) To this plan.....	2l(1)		23992899
(2) From this plan	2l(2)		10480323

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: SOMERSET CPAS, P.C.

(2) EIN: 35-0292138

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.			
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)

GREAT-WEST LIFE & ANN INS CO STAFF & AGENTS SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
84-0467907	001

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>CENTURY II STAFFING, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURY II STAFFING, INC.</u>	D Employer Identification Number (EIN) <u>62-1247089</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>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

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

Schedule R (Form 5500) 2011
v.012611

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

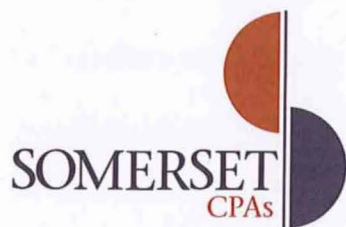
c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**CII, ESG, PEM, and PSM Retirement Savings Plan
Financial Statements
December 31, 2011**

CII, ESG, PEM, and PSM Retirement Savings Plan

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www.somersetcpas.com

Independent Auditors' Report

To the Plan Administrator CII, ESG, PEM, and PSM Retirement Savings Plan Brentwood, Tennessee

We were engaged to audit the accompanying statements of net assets available for benefits of the CII, ESG, PEM, and PSM Retirement Savings Plan (formerly CENTURY II STAFFING, INC. 401(K) PLAN) (the "Plan"), as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental Schedule of Assets Held for Investment Purposes, at End of Year 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 D, which was certified by John Hancock Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian 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 these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Somerset CPAs, P.C.

October 9, 2012

Architecture/Engineering
Assurance
Business Advisory
Construction
Dealerships
Dental

Employee Benefits
Entrepreneurial
Health Care
Information Solutions
Litigation, Valuation & Forensic

Manufacturing & Distribution
Not-for-Profit
Real Estate
Small Business
Tax
Wealth Management



CII, ESG, PEM, and PSM Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and December 31, 2010

	<u>2011</u>	<u>2010</u>
Assets		
Cash	\$ 148,221	\$ 20,489
Investments, at fair value		
Pooled separate accounts	39,720,945	25,813,511
Stable value fund	684,482	1,211,604
Guaranteed investment contracts	273,788	0
	<u>40,679,215</u>	<u>27,025,115</u>
Receivables		
Notes receivable - participants	676,574	25,162
Employer contributions	43,018	47,434
Participant contributions	93,280	22,000
	<u>812,872</u>	<u>94,596</u>
Total Assets	41,640,308	27,140,200
Liabilities		
Excess contributions payable	41,347	3,360
Other liabilities	89,323	89,323
Total Liabilities	<u>130,670</u>	<u>92,683</u>
Net Assets Available for Benefits	<u><u>\$ 41,509,638</u></u>	<u><u>\$ 27,047,517</u></u>

See accompanying notes.

CII, ESG, PEM, and PSM Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2011

Additions to Net Assets Attributed to:

Interest income including participant loans	\$ 1,268
Contributions:	
Employer's	957,708
Participant's	2,474,208
Rollover	691,533
Total contributions	4,123,449
Transfer from related party plans	23,916,193
Transfer from other plans	76,706
Total Additions	28,117,616

Deductions from Net Assets Attributed to:

Net depreciation in fair value of investments, including realized gains and losses on sale of investments	363,703
Benefits paid to participants	2,587,677
Transfer to other plans	10,480,323
Plan expenses	223,792
Total Deductions	13,655,495

Net Increase in Net Assets Available for Benefits	14,462,121
Net Assets Available for Benefits, Beginning of Year	27,047,517
Net Assets Available for Benefits, End of Year	\$ 41,509,638

See accompanying notes.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note A - Description of Plan and Summary of Significant Accounting Policies:

The following is a brief description of the CII, ESG, PEM, and PSM Retirement Savings Plan (formerly CENTURY II STAFFING, INC. 401(K) PLAN) (the Plan). Participants should refer to the Plan Document or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan sponsored by Century II Staffing, Inc. (the Company). The Plan is a multiple employer and exists for the exclusive benefit of its eligible employees and those employees of the Company's clients who have elected to adopt the provisions of the Plan. Participants should refer to the Plan document for a complete description. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Amendments

Effective December 31, 2011, the Plan was amended and restated to merge the Century II Staffing, Inc., Employer Solutions Group of SLC, Inc., Precision Employee Management, LLC, and Professional Staff Management, Inc. Retirement Savings Plans into a single Multiple Employer Plan document. The Plan's name changed to CII, ESG, PEM, and PSM Retirement Savings Plan from Century II Staffing, Inc. 401(k) Plan.

Contributions

Each year, participants may contribute to the Plan a percentage of their pretax or after tax annual compensation, subject to current statutory limits determined annually and prescribed by the Internal Revenue Service. Deferral percentage limits and after tax options differ for each participating employer and participants should refer to their employer's document for the applicable deferral limit. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Discretionary employer provided matching contributions may be made to the Plan on the employee's behalf. The match, if any, will be a discretionary percentage of the elective contributions made to the Plan by the employee. The employer will determine the amount of the discretionary matching contribution, or profit sharing contribution, if any, that will be made to the Plan. Contributions are subject to certain limitations. Such contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal from the Plan. Total participant contributions in any calendar year are limited to the applicable limit under the Internal Revenue Code Section 402(g). The Plan also provides that certain limitations may be imposed on participants' contributions in order to comply with statutory requirements.

Participants Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the participating employers' contributions, and (b) plan earnings. Allocations are based on participant's qualified compensation 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.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note A - Description of Plan and Summary of Significant Accounting Policies (Continued):

Vesting

Participants are immediately vested in their voluntary contributions and actual earnings thereon. Vesting of Employer's matching contributions and discretionary contributions plus earnings thereon is based on various years of service. Participant should refer to the Plan document for a complete description.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at the local prevailing rates charged by commercial lending institutions in the region in which the employer is located for comparable loans as determined by the Plan administrator at the time the loan is approved. Principal and interest is paid ratably through payroll deductions. Should the participant terminate as an employee, the balance of the outstanding loan becomes due and payable and the participant's vested account will be used to pay the outstanding loan.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions to a selection of mutual funds under an arrangement with the custodian of the Plan investments. Participants may change the allocation of their account in the different funds at any time.

Benefit Payments

On termination of service due to death, disability or retirement, a participant may elect to (a) receive a lump-sum amount equal to the value of the participant's vested interest in his or her account (b) elect to have the benefits paid in the form of a direct rollover to an individual retirement account (c) elect to have the benefit paid to another qualified retirement plan described in Section 401(a) of the Internal Revenue Service. Withdrawals other than for termination are permitted under certain circumstances provided by the plan.

Plan Termination

Although they have 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.

Administrative Expenses

Administrative expenses recorded in the Plan represent professional fees as well as other recordkeeping fees paid directly from the Plan which amounted to \$223,792 at December 31, 2011. The Company also absorbs certain administrative costs associated with the maintenance of the Plan.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note A - Description of Plan and Summary of Significant Accounting Policies (Continued):

Forfeitures

Forfeitures shall be used as elected by the employer to either (a) reduce future employer contributions, (b) reduce current period contributions by the employer or (c) pay any administrative expenses of the Plan. There were no forfeitures applied toward Company matching contributions for the year ended December 31, 2011. Forfeitures applied toward administrative expenses for the year ended December 31, 2011 amounted to \$3,554. At December 31, 2011, forfeited nonvested accounts amounted to \$148,221.

Basis of Accounting

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

Estimates

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

As described in FASB Accounting Standards Codification (ASC) 946, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FASB), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FASB, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The Plan has available an investment option in the John Hancock USA group annuity contract. Contributions under the John Hancock USA group annuity contract can be allocated to guaranteed interest accounts. Such contributions are held in the John Hancock USA general account. Guaranteed interest accounts guarantee the return of principal plus compound interest earned over a defined 3-, 5- or 10-year-term provided all contributions remain in the account until the end of the guarantee period. The John Hancock USA group annuity contract does not meet the specific criteria to be considered a fully benefit responsive contract under ASC 946 specifically, certain transactions, depending on the investment options chosen by the participant, the withdrawal amount, and the reason for the withdrawal, may be subject to market value adjustment at withdrawal.

Agreements

John Hancock Life Insurance Company (John Hancock), under terms of an investment contract, serves as the custodian and holds all the Plan's investment assets and executes transactions therein.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note A - Description of Plan and Summary of Significant Accounting Policies (Continued):

Valuation of Investments and Income Recognition

Investments in participant directed funds are valued at current market value as provided by the Plan's custodian based on quoted market prices. Net appreciation of the fair value of investments consist of the unrelated appreciation or depreciation of investments held during the year and the realized gain or loss on investments sold during the year. Purchases and sales of investments are recorded on a trade-date basis.

The Plan's investments are stated at fair value. The fair values of participation units held by the Plan in pooled separate accounts reflect the quoted redemption values of the separate accounts, as determined by the Plan custodian. The fair values of the Plan's interests in stable value funds are based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund managers.

While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund as of December 31, 2011 and 2010.

Management has determined that the estimated fair values of the Plan's indirect investments in fully benefit-responsive contracts as of December 31, 2011 and 2010, approximate contract value. Accordingly, the statements of net assets available for benefits reflect no adjustments for the differences between net assets with all investments at fair value and net assets available for benefits.

Fair Value Measurements

Accounting Standards Codification (ASC) 820 defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (or exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note A - Description of Plan and Summary of Significant Accounting Policies (Continued):

Fair Value Measurements (Continued)

The fair value hierarchy input levels are as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

Form 5500

While FASB Accounting Standards Update (ASU) 2010-25 changes financial statement presentation requirements for participant loans, these accounts will still be considered an investment for ERISA purposes. As such, participant loans will still be reflected as investments for the Form 5500 Statement of Assets and related Schedule H and will still be included in the ERISA supplemental schedule of Assets Held for Investments.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note B - Investments:

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	<u>2011</u>	<u>2010</u>
Pooled separate accounts:		
Lifestyle Growth	\$ 8,383,353	\$ 7,596,671
Lifestyle Balanced	9,151,744	5,740,130
Lifestyle Aggressive	4,593,042	4,025,683
Lifestyle Moderate	2,362,415	0 *
Lifestyle Conservative	2,122,792	0 *

* Investment did not exceed 5% of Plan assets.

Note C - Tax Status:

The Plan is qualified under the appropriate section of the Internal Revenue Code and, accordingly, the Plan's net investment income is exempt from income taxes. As of December 31, 2011, the Plan adopted a new volume submitter profit sharing plan document. A determination letter has been obtained for the Volume Submitter Plan. The Plan Sponsor believes that the Plan continues to qualify and to operate as designed.

Authoritative accounting standards require the Plan to examine its tax positions for uncertain positions. Management is not aware of any tax positions that are more likely than not to change in the next twelve months or that would not sustain an examination by applicable taxing authorities.

The Plan's policy is to recognize penalties and interest as incurred in its statement of changes in net assets available for benefits, which totaled \$0 for the year ended December 31, 2011.

The Plan's federal information returns for 2008 through 2011 are subject to examination by the applicable tax authorities, generally for three years after the later of the original or extended due date.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note D - Information Prepared and Certified by Custodian:

Plan investments are held in a selection of mutual funds by John Hancock, the custodian of the Plan. The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by John Hancock:

	<u>2011</u>	<u>2010</u>
Investments, at fair value	\$ 40,679,215	\$ 27,025,115
Cash	148,221	20,489
Notes receivable - participant	676,574	25,162
Loan interest income	1,268	
Net depreciation of investments	363,703	

Note E - Transactions with Parties-in-Interest:

Certain Plan investments are shares of mutual funds managed by John Hancock. John Hancock is the custodian as defined by the Plan and therefore, the related transactions qualify as party-in-interest. Additionally, the Plan is charged fees related to maintaining custody of the Plan's assets which amount to \$143,660 for the year ended December 31, 2011.

Katz, Sapper & Miller (third party administrator) provides to the Plan certain accounting and administrative services for which the fees are charged to the Plan. Katz, Sapper & Miller also provide broker related services to the Plan for which commissions are charged to the Plan. Commission and fees paid by the Plan for various plan management services amounted to \$80,009 for the year ended December 31, 2011.

Note F - Fair Value Measurements:

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

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

Pooled separate accounts: Valued at the net asset value of shares held by the Plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

Stable value fund: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note F - Fair Value Measurements (Continued):

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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 following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

	<u>Level 2</u>	<u>Total</u>
Pooled separate accounts		
Balanced funds	\$ 28,309,697	\$ 28,309,697
Fixed income funds	3,357,909	3,357,909
Equity funds	8,053,339	8,053,339
Stable value fund	684,482	684,482
Guaranteed investment contracts	<u>273,788</u>	<u>273,788</u>
Total Assets at Fair Value	<u>\$ 40,679,215</u>	<u>\$ 40,679,215</u>

Assets at Fair Value as of December 31, 2010

	<u>Level 2</u>	<u>Total</u>
Pooled separate accounts		
Balanced funds	\$ 19,156,492	\$ 19,156,492
Fixed income funds	1,140,435	1,140,435
Equity funds	5,516,584	5,516,584
Stable value fund	<u>1,211,604</u>	<u>1,211,604</u>
Total Assets at Fair Value	<u>\$ 27,025,115</u>	<u>\$ 27,025,115</u>

Note G - Excess Contributions Refundable:

Certain participating employers of the Plan failed the discrimination test for the year ended December 31, 2011. Excess contributions amounting to \$41,347 are recorded as a liability in the accompanying statement of net assets available for benefits and as a benefit paid to participants. The Plan reimbursed these excess contributions to its participants during 2012.

CII, ESG, PEM, and PSM Retirement Savings Plan
Notes to Financial Statements
December 31, 2011

Note H - 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 the amounts reported in the statements of net assets available for benefits.

Note I - Reclassification:

Certain amounts included in the prior year's financial statements have been reclassified to conform to the current year's presentation. The reclassifications have no effect on total assets, total liabilities, net assets available for benefit or changes in net assets available for benefit as previously reported.

Note J - Management Evaluation of Subsequent Events:

The Plan has evaluated subsequent events through October 9, 2012, the date on which the financial statements were available to be issued.

CII, ESG, PEM, and PSM Retirement Savings Plan

Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

**Schedule of Assets Held for Investment Purposes, at End of Year
For the Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
<u>Separate Accounts</u>				
	John Hancock Life Insurance Co. Funds			
*	John Hancock Life Insurance Co.	Lifestyle Conservative	N/A	\$ 2,122,792
*	John Hancock Life Insurance Co.	Lifestyle Moderate	N/A	2,362,415
*	John Hancock Life Insurance Co.	Lifestyle Balanced	N/A	9,151,744
*	John Hancock Life Insurance Co.	Lifestyle Growth	N/A	8,383,353
*	John Hancock Life Insurance Co.	Lifestyle Aggressive	N/A	4,593,042
*	John Hancock Life Insurance Co.	Money Market Fund	N/A	1,628,685
	John Hancock Life Insurance Co.	T. Row Price Spectrum	N/A	202,717
	John Hancock Life Insurance Co.	Intl High Yield	N/A	147,213
	John Hancock Life Insurance Co.	PIMCO Real return	N/A	181,671
	John Hancock Life Insurance Co.	PIMCO Global bond	N/A	136,932
	John Hancock Life Insurance Co.	PIMCO Total return	N/A	665,783
	John Hancock Life Insurance Co.	PIMCO All Asset	N/A	77,656
	John Hancock Life Insurance Co.	American Balanced Fund	N/A	106,712
	John Hancock Life Insurance Co.	Investment Company of America	N/A	25,372
	John Hancock Life Insurance Co.	Blackrock Global Allocation	N/A	50,865
	John Hancock Life Insurance Co.	Washington Mutual Investors	N/A	46,647
	John Hancock Life Insurance Co.	Mutual Beacon	N/A	275,500
	John Hancock Life Insurance Co.	T. Rowe Price Equity Inc	N/A	372,201
	John Hancock Life Insurance Co.	Davis New York Venture	N/A	214,733
	John Hancock Life Insurance Co.	Mutual Discovery	N/A	241,501
	John Hancock Life Insurance Co.	Growth Fund of America	N/A	276,797
	John Hancock Life Insurance Co.	Templeton World	N/A	125,345
	John Hancock Life Insurance Co.	MFS Utilities	N/A	135,172
	John Hancock Life Insurance Co.	Oppenheimer Global	N/A	106,590
	John Hancock Life Insurance Co.	Riversource Mid Cap Value	N/A	40,715
	John Hancock Life Insurance Co.	Columbia Value & Restructuring	N/A	223,663
	John Hancock Life Insurance Co.	Europacific Growth Fund	N/A	308,900
	John Hancock Life Insurance Co.	T. Rowe Price Health Sci	N/A	152,022
	John Hancock Life Insurance Co.	Legg Partners Agg Growth	N/A	151,162
	John Hancock Life Insurance Co.	Franklin Small-Mid Growth	N/A	79,992
	John Hancock Life Insurance Co.	Explorer	N/A	18,071
	John Hancock Life Insurance Co.	American Century Heritage	N/A	138,446
	John Hancock Life Insurance Co.	AIM Small Cap Growth	N/A	71,175
	John Hancock Life Insurance Co.	Small Cap Growth Index	N/A	91,626
	John Hancock Life Insurance Co.	US Small Cap	N/A	33,842
	John Hancock Life Insurance Co.	Small Cap Value Index	N/A	32,783
	John Hancock Life Insurance Co.	T. Rowe Price Sci & Tech	N/A	353,997
	John Hancock Life Insurance Co.	Oppenheimer Developing Market	N/A	634,237
	John Hancock Life Insurance Co.	Energy	N/A	455,876
	John Hancock Life Insurance Co.	Royce Opportunity	N/A	109,044
*	John Hancock Life Insurance Co.	Total Bond Market Fund	N/A	91,786
*	John Hancock Life Insurance Co.	500 Index Fund	N/A	558,026
*	John Hancock Life Insurance Co.	Optimized Value Fund	N/A	35,697
*	John Hancock Life Insurance Co.	Large Cap Fund	N/A	82,059

CII, ESG, PEM, and PSM Retirement Savings Plan

Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

Schedule of Assets Held for Investment Purposes, at End of Year

For the Year Ended December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
	<u>Pooled Separate Accounts (Continued)</u>			
*	John Hancock Life Insurance Co.	All Cap Value Fund	N/A	81,291
*	John Hancock Life Insurance Co.	Capital Appreciation Fund	N/A	214,211
*	John Hancock Life Insurance Co.	Total Stock Market Index Fund	N/A	79,821
*	John Hancock Life Insurance Co.	Blue Chip Growth Fund	N/A	179,631
*	John Hancock Life Insurance Co.	Mid Cap Index Fund	N/A	220,981
*	John Hancock Life Insurance Co.	Mid value Fund	N/A	82,407
*	John Hancock Life Insurance Co.	Optimized All Cap Fund	N/A	51,175
	John Hancock Life Insurance Co.	Small Cap Opportunities Fund	N/A	57,847
*	John Hancock Life Insurance Co.	Small Cap Value Fund	N/A	40,316
*	John Hancock Life Insurance Co.	Real Estate Securities Fund	N/A	187,549
	John Hancock Life Insurance Co.	Small Cap Growth Fund	N/A	4,561
*	John Hancock Life Insurance Co.	International Value Fund	N/A	344,758
*	John Hancock Life Insurance Co.	Mid Cap Stock Fund	N/A	70,299
	John Hancock Life Insurance Co.	Legg Mason Value	N/A	123,706
	John Hancock Life Insurance Co.	Small Cap Index Fund	N/A	119,736
*	John Hancock Life Insurance Co.	Science and Technology Fund	N/A	111,626
*	John Hancock Life Insurance Co.	International Opps Fund	N/A	34,696
*	John Hancock Life Insurance Co.	Intl Small Cap Fund	N/A	113,127
	John Hancock Life Insurance Co.	Strategic Income Opp Fund	N/A	98,366
*	John Hancock Life Insurance Co.	Financial Services Fund	N/A	25,106
	John Hancock Life Insurance Co.	Retirement Living at 2010	N/A	30,523
	John Hancock Life Insurance Co.	Retirement Living at 2015	N/A	65,052
	John Hancock Life Insurance Co.	Retirement Living at 2020	N/A	253,016
	John Hancock Life Insurance Co.	Retirement Living at 2025	N/A	397,804
	John Hancock Life Insurance Co.	Retirement Living at 2030	N/A	196,733
	John Hancock Life Insurance Co.	Retirement Living at 2035	N/A	248,870
	John Hancock Life Insurance Co.	Retirement Living at 2040	N/A	87,983
	John Hancock Life Insurance Co.	Retirement Living at 2045	N/A	304,716
	John Hancock Life Insurance Co.	Retirement Living at 2050	N/A	4,942
	John Hancock Life Insurance Co.	DFA International Value	N/A	20,086
	John Hancock Life Insurance Co.	DFA Emerging Markets Value	N/A	111,970
	John Hancock Life Insurance Co.	Short-Term Federal	N/A	118,876
	John Hancock Life Insurance Co.	International Growth	N/A	9,543
	John Hancock Life Insurance Co.	Domini Social Equity	N/A	123,986
	John Hancock Life Insurance Co.	Lord Abbett Mid Cap Value	N/A	31,947
	John Hancock Life Insurance Co.	Franklin Balance Sheet	N/A	179,131
				39,720,945

CII, ESG, PEM, and PSM Retirement Savings Plan

Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

Schedule of Assets Held for Investment Purposes, at End of Year

For the Year Ended December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
	<u>Stable Value Fund</u>			
*	John Hancock Life Insurance Co.	Stable Value Fund	N/A	684,482
	<u>Guaranteed Investment Contracts</u>			
*	John Hancock Life Insurance Co.	JH Guaranteed 3 Year Fund	N/A	162,765
*	John Hancock Life Insurance Co.	JH Guaranteed 5 Year Fund	N/A	73,839
*	John Hancock Life Insurance Co.	JH Guaranteed 10 Year Fund	N/A	37,184
				273,788
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%		676,574
				\$ 41,355,789

* Represents party of interest with respect to the Plan.

** The cost of participant-directed investments is not required to be disclosed

CII, ESG, PEM, and PSM Retirement Savings Plan

Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

**Schedule of Assets Held for Investment Purposes, at End of Year
For the Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
<u>Separate Accounts</u>				
	John Hancock Life Insurance Co. Funds			
*	John Hancock Life Insurance Co.	Lifestyle Conservative	N/A	\$ 2,122,792
*	John Hancock Life Insurance Co.	Lifestyle Moderate	N/A	2,362,415
*	John Hancock Life Insurance Co.	Lifestyle Balanced	N/A	9,151,744
*	John Hancock Life Insurance Co.	Lifestyle Growth	N/A	8,383,353
*	John Hancock Life Insurance Co.	Lifestyle Aggressive	N/A	4,593,042
*	John Hancock Life Insurance Co.	Money Market Fund	N/A	1,628,685
	John Hancock Life Insurance Co.	T. Row Price Spectrum	N/A	202,717
	John Hancock Life Insurance Co.	Intl High Yield	N/A	147,213
	John Hancock Life Insurance Co.	PIMCO Real return	N/A	181,671
	John Hancock Life Insurance Co.	PIMCO Global bond	N/A	136,932
	John Hancock Life Insurance Co.	PIMCO Total return	N/A	665,783
	John Hancock Life Insurance Co.	PIMCO All Asset	N/A	77,656
	John Hancock Life Insurance Co.	American Balanced Fund	N/A	106,712
	John Hancock Life Insurance Co.	Investment Company of America	N/A	25,372
	John Hancock Life Insurance Co.	Blackrock Global Allocation	N/A	50,865
	John Hancock Life Insurance Co.	Washington Mutual Investors	N/A	46,647
	John Hancock Life Insurance Co.	Mutual Beacon	N/A	275,500
	John Hancock Life Insurance Co.	T. Rowe Price Equity Inc	N/A	372,201
	John Hancock Life Insurance Co.	Davis New York Venture	N/A	214,733
	John Hancock Life Insurance Co.	Mutual Discovery	N/A	241,501
	John Hancock Life Insurance Co.	Growth Fund of America	N/A	276,797
	John Hancock Life Insurance Co.	Templeton World	N/A	125,345
	John Hancock Life Insurance Co.	MFS Utilities	N/A	135,172
	John Hancock Life Insurance Co.	Oppenheimer Global	N/A	106,590
	John Hancock Life Insurance Co.	Riversource Mid Cap Value	N/A	40,715
	John Hancock Life Insurance Co.	Columbia Value & Restructuring	N/A	223,663
	John Hancock Life Insurance Co.	Europacific Growth Fund	N/A	308,900
	John Hancock Life Insurance Co.	T. Rowe Price Health Sci	N/A	152,022
	John Hancock Life Insurance Co.	Legg Partners Agg Growth	N/A	151,162
	John Hancock Life Insurance Co.	Franklin Small-Mid Growth	N/A	79,992
	John Hancock Life Insurance Co.	Explorer	N/A	18,071
	John Hancock Life Insurance Co.	American Century Heritage	N/A	138,446
	John Hancock Life Insurance Co.	AIM Small Cap Growth	N/A	71,175
	John Hancock Life Insurance Co.	Small Cap Growth Index	N/A	91,626
	John Hancock Life Insurance Co.	US Small Cap	N/A	33,842
	John Hancock Life Insurance Co.	Small Cap Value Index	N/A	32,783
	John Hancock Life Insurance Co.	T. Rowe Price Sci & Tech	N/A	353,997
	John Hancock Life Insurance Co.	Oppenheimer Developing Market	N/A	634,237
	John Hancock Life Insurance Co.	Energy	N/A	455,876
	John Hancock Life Insurance Co.	Royce Opportunity	N/A	109,044
*	John Hancock Life Insurance Co.	Total Bond Market Fund	N/A	91,786
*	John Hancock Life Insurance Co.	500 Index Fund	N/A	558,026
*	John Hancock Life Insurance Co.	Optimized Value Fund	N/A	35,697
*	John Hancock Life Insurance Co.	Large Cap Fund	N/A	82,059

CII, ESG, PEM, and PSM Retirement Savings Plan

Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

Schedule of Assets Held for Investment Purposes, at End of Year

For the Year Ended December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
	<u>Pooled Separate Accounts (Continued)</u>			
*	John Hancock Life Insurance Co.	All Cap Value Fund	N/A	81,291
*	John Hancock Life Insurance Co.	Capital Appreciation Fund	N/A	214,211
*	John Hancock Life Insurance Co.	Total Stock Market Index Fund	N/A	79,821
*	John Hancock Life Insurance Co.	Blue Chip Growth Fund	N/A	179,631
*	John Hancock Life Insurance Co.	Mid Cap Index Fund	N/A	220,981
*	John Hancock Life Insurance Co.	Mid value Fund	N/A	82,407
*	John Hancock Life Insurance Co.	Optimized All Cap Fund	N/A	51,175
	John Hancock Life Insurance Co.	Small Cap Opportunities Fund	N/A	57,847
*	John Hancock Life Insurance Co.	Small Cap Value Fund	N/A	40,316
*	John Hancock Life Insurance Co.	Real Estate Securities Fund	N/A	187,549
	John Hancock Life Insurance Co.	Small Cap Growth Fund	N/A	4,561
*	John Hancock Life Insurance Co.	International Value Fund	N/A	344,758
*	John Hancock Life Insurance Co.	Mid Cap Stock Fund	N/A	70,299
	John Hancock Life Insurance Co.	Legg Mason Value	N/A	123,706
	John Hancock Life Insurance Co.	Small Cap Index Fund	N/A	119,736
*	John Hancock Life Insurance Co.	Science and Technology Fund	N/A	111,626
*	John Hancock Life Insurance Co.	International Opps Fund	N/A	34,696
*	John Hancock Life Insurance Co.	Intl Small Cap Fund	N/A	113,127
	John Hancock Life Insurance Co.	Strategic Income Opp Fund	N/A	98,366
*	John Hancock Life Insurance Co.	Financial Services Fund	N/A	25,106
	John Hancock Life Insurance Co.	Retirement Living at 2010	N/A	30,523
	John Hancock Life Insurance Co.	Retirement Living at 2015	N/A	65,052
	John Hancock Life Insurance Co.	Retirement Living at 2020	N/A	253,016
	John Hancock Life Insurance Co.	Retirement Living at 2025	N/A	397,804
	John Hancock Life Insurance Co.	Retirement Living at 2030	N/A	196,733
	John Hancock Life Insurance Co.	Retirement Living at 2035	N/A	248,870
	John Hancock Life Insurance Co.	Retirement Living at 2040	N/A	87,983
	John Hancock Life Insurance Co.	Retirement Living at 2045	N/A	304,716
	John Hancock Life Insurance Co.	Retirement Living at 2050	N/A	4,942
	John Hancock Life Insurance Co.	DFA International Value	N/A	20,086
	John Hancock Life Insurance Co.	DFA Emerging Markets Value	N/A	111,970
	John Hancock Life Insurance Co.	Short-Term Federal	N/A	118,876
	John Hancock Life Insurance Co.	International Growth	N/A	9,543
	John Hancock Life Insurance Co.	Domini Social Equity	N/A	123,986
	John Hancock Life Insurance Co.	Lord Abbett Mid Cap Value	N/A	31,947
	John Hancock Life Insurance Co.	Franklin Balance Sheet	N/A	179,131
				39,720,945

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Plan Number 333 - EIN - 62-1247089

Schedule H, Line 4i

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For the Year Ended December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Items Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
	<u>Stable Value Fund</u>			
*	John Hancock Life Insurance Co.	Stable Value Fund	N/A	684,482
	<u>Guaranteed Investment Contracts</u>			
*	John Hancock Life Insurance Co.	JH Guaranteed 3 Year Fund	N/A	162,765
*	John Hancock Life Insurance Co.	JH Guaranteed 5 Year Fund	N/A	73,839
*	John Hancock Life Insurance Co.	JH Guaranteed 10 Year Fund	N/A	37,184
				273,788
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%		676,574
				\$ 41,355,789

* Represents party of interest with respect to the Plan.

** The cost of participant-directed investments is not required to be disclosed