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 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EMPYREAN BENEFIT SOLUTIONS, INC 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

EMPYREAN BENEFIT SOLUTIONS, INC.

9009 WEST LOOP SOUTH
HOUSTON, TX 77096

SUITE 600
HOUSTON, TX 77096

2b Employer Identification Number (EIN)
20-3029813

2c Sponsor's telephone number
281-768-2900

2d Business code (see instructions)
541519

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/22/2012	STEPHEN CAMPBELL
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
EMPYREAN BENEFIT SOLUTIONS, INC.

2401 FOUNTAIN VIEW DR
HOUSTON, TX 77057

3b Administrator's EIN
20-3029813

3c Administrator's telephone number
281-768-2900

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	129
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**	179
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	201
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	201
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	112
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
EMPYREAN BENEFIT SOLUTIONS, INC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPYREAN BENEFIT SOLUTIONS, INC.

D Employer Identification Number (EIN)
20-3029813

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.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(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	56917	121	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
5162	1125

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
OPPENHEIMER LIFE AGENCY

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5162	0	BROKER COMMISSIONS	

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

(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

AARON KEYS & ASSOCIATES, INC.

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	1125	TPA FEES	

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	1504684

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.	6d	

Specify nature of costs ▶

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
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)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**).			7d	0
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
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

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)**	0
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)**	0
(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)**	0
(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. ▶

ORGANIZATION CODE

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
EMPYREAN BENEFIT SOLUTIONS, INC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPYREAN BENEFIT SOLUTIONS, INC.

D Employer Identification Number (EIN)
20-3029813

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

OPPENHEIMER LIFE AGENCY
1400 WOODLOCH DR
THE WOODLANDS, TX 77386

(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.

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

A Name of plan
EMPYREAN BENEFIT SOLUTIONS, INC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EMPYREAN BENEFIT SOLUTIONS, INC.

D Employer Identification Number (EIN)
20-3029813

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: RETIREMENT LIVING AT 2050

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
01-0233346-000	P	300

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
01-0233346-000	P	37287

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
01-0233346-000	P	2253

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
01-0233346-000	P	24531

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
01-0233346-000	P	3814

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
01-0233346-000	P	171983

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
01-0233346-000	P	313510

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)	110437
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)	84009
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)	16491
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)	9625
a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES 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)	18398
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)	21538
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)	7135
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)	2429
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)	14024
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)	5159

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) 2034
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31088
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL CORE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 963
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) 4502
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) 1477
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) 13398
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) 698
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) 5931
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA		
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: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21484

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) 19926
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) 9559
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) 14223
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY 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) 22393
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) 11533
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP 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) 32757
a Name of MTIA, CCT, PSA, or 103-12 IE: 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) 1095
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) 19158
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) 31506
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) 8804

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) 323
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13338
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES 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) 10145
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) 17627
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) 22639
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME 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) 61970
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34278
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 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) 78972
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) 11414
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) 4729

a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3291

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY ASSET STRATEGY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED 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) 8911

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION

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) 1362

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) 616

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17712

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16245

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL RETURN BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 721

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) 1086

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN 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) 25597

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11368

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) 66768

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

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

A Name of plan
EMPYREAN BENEFIT SOLUTIONS, INC 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPYREAN BENEFIT SOLUTIONS, INC.

D Employer Identification Number (EIN)
20-3029813

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	967	18788
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	1105870	1504684
(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)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	1106837	1523472
Liabilities			
g Benefit claims payable	1g	13962	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	13962	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1092875	1523472

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	202094	
(B) Participants	2a(1)(B)	474642	
(C) Others (including rollovers)	2a(1)(C)	3719	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		680455
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	241	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		241
(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)		-67841
(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		612855
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	160885	
(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)		160885
f Corrective distributions (see instructions)	2f		13962
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)	6286	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1125	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7411
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		182258
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		430597
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: BRIGGS & VESELKA CO. (2) EIN: 20-3029813

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) [X] 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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Empyrean Benefit Solutions, Inc. 401(k) Plan

Financial Statements and Supplemental Schedule
As of December 31, 2011 and 2010,
and for the Year Ended December 31, 2011

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Schedules other than those listed above are omitted because of the conditions under which they are required.

Briggs & Veselka Co.
A PROFESSIONAL CORPORATION
Certified Public Accountants and Business Advisors

INDEPENDENT AUDITORS' REPORT

To Those Charged with Governance of
Empyrean Benefit Solutions, Inc. 401(k) plan
Houston, Texas

We were engaged to audit the financial statements and supplemental schedule of the Empyrean Benefit Solutions, Inc. 401(k) plan as of and for the year ended December 31, 2011, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by Section 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 4*, which was certified by John Hancock Life Insurance Company (U.S.A.), 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 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 the 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, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

We have compiled the accompanying statement of net assets available for benefits of the Plan, as of December 31, 2010, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. A compilation is limited to presenting, in the form of financial statements, information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.

Briggs & Veselka Co.
Houston, Texas

September 25, 2012

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	Compiled 2010
ASSETS		
Investments at fair value	**$ 1,504,684**	$ 1,105,870
Notes receivable from participants	**18,788**	967
Net assets reflecting investments at fair value	**1,523,472**	1,106,837
LIABILITIES		
Excess participant contributions payable	**-**	13,962
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,523,472**	$ 1,092,875

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

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS

Additions to net assets attributed to:	
Interest income on notes receivable from participants	$ 241
Contributions:	
Participant	474,642
Employer	202,094
Rollovers	3,719
Total contributions	680,455
Total additions	680,696

DEDUCTIONS

Deductions from net assets attributed to:	
Net depreciation in fair value of investments	67,841
Benefits paid to participants or beneficiaries	174,847
Administrative expenses	7,411
Total deductions	250,099
Net increase in net assets available for benefits	430,597
Net assets available for benefits, beginning of year	1,092,875
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 1,523,472

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

NOTE 1 – DESCRIPTION OF PLAN

Empyrean Benefit Solutions, Inc. 401(k) plan (the Plan) is a qualified retirement plan adopted by Empyrean Benefit Solutions, Inc. (the Company) on January 1, 2006, to provide employees with the opportunity to save for retirement on a tax-advantaged basis. The amended and restated provisions of the Plan became effective on January 1, 2009, to conform the Plan to new tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The summary of significant provisions of the Plan presented below provides only general information. Participants should refer to the legal Plan document for a more complete description of the Plan's provisions.

Eligibility – All non-excluded employees of the Company may enter the Plan after attainment of age 18 and completion of 30 days of service.

Contributions – Participants may elect to reduce their compensation by a specific percentage or dollar amount and have that amount contributed to the Plan on a pretax basis as a salary deferral. Total deferrals in any taxable year may not exceed a dollar limit which is set by law. Participants who are at least age 50 or will attain age 50 before the end of a calendar year may elect to defer additional amounts called catch-up contributions to the Plan. Participants may revoke or make any other deferral modifications at any time during the Plan year.

The Company may make a discretionary matching contribution equal to a uniform percentage of a participant's salary deferral. Each year, the Company will determine the amount of the discretionary percentage. For 2011, the discretionary matching contribution was equal to 100% of a participant's salary deferral, up to a maximum of 3% of their compensation. In addition, each year, the Company may make a discretionary profit sharing contribution to the Plan. The profit sharing contribution will be allocated or divided among participants eligible to share in the contribution for the Plan year. For 2011, the Company did not make a profit sharing contribution.

Participants and eligible employees are permitted to deposit into the Plan distributions they have received from other plans and certain Individual Retirement Accounts (IRA) as a rollover contribution.

Participant Accounts – Each participant's account is credited with their salary deferral contributions, rollover contributions, matching contributions, and allocations of Plan earnings or losses. Participant accounts may also be charged with an allocation of certain administrative expenses. A participant's account is segregated for purposes of determining earnings or losses on investments and does not share in the investment performance of other participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are always 100% vested in their salary deferrals including catch-up contributions and rollover contributions plus actual earnings or losses thereon. Vesting for employer contributions is based on years of service according to a graded vesting scale, with participants becoming 100% vested after 3 years of service. If a participant terminates employment due to death, disability, or attainment of normal retirement age, they will always be 100% vested in their total account balance.

Investment Options – Participants direct the investment of their entire interest in the Plan into various investment securities. The Plan currently offers mutual funds held in pooled separate accounts as investment securities for participants. Participants may redirect the investment of future contributions or exchange existing account balances among eligible investment options at any time.

Notes Receivable From Participants – Loans are available to participants on a reasonably equivalent basis. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested interest in the Plan or $50,000 reduced by the excess of their highest outstanding balance of loans during the prior one-year period. The loans are adequately secured and bear a reasonable rate of interest. Principal and interest is paid ratably through payroll deductions for a term generally not to exceed 5 years unless the loan is used to purchase a principal residence. A participant may have only 1 loan outstanding at any given time.

Payment of Benefits – Upon termination of service due to termination of employment, death, disability, or normal retirement, a participant is entitled to receive the vested percentage of their account balance. Participants may elect to receive a distribution in the form of a single lump-sum payment, partial withdrawals, or installments. A participant cannot postpone receipt of distribution if the participant's vested account balance is $1,000 or less in which case the Company will direct the Custodian to distribute it to the participant as a single lump-sum payment without the participant's consent. If a participant's vested account balance exceeds $1,000, the participant may delay the distribution until the participant is required by law to receive minimum required distributions. Written consent will be required for any distribution if the vested account balance is greater than $1,000.

Participants may receive an in-service distribution from the Plan prior to termination provided they have attained age 59½. In addition, hardship withdrawals may be made to satisfy certain immediate and heavy financial needs a participant may have.

Administrative Expenses – The Plan permits the payment of Plan expenses to be made from the Plan assets. If the Company does not pay these expenses, the expenses paid using the Plan's assets will generally be allocated among the accounts of all participants in the Plan. Investment fees are generally assessed as a percentage of assets invested, and are deducted directly from investment returns. Plan administration fees cover day-to-day expenses of the Plan. Transaction based fees are associated with optional services offered under the Plan and are charged directly to a participant's account.

Forfeited Accounts – The non-vested portion of a terminated participant's account balance remains in the Plan as a forfeiture. Forfeitures may first be used to pay administrative expenses, and any remaining forfeitures attributable to employer contributions will be used to reduce any future employer contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Company to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

Net depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at year-end. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Benefits Paid – Benefits are recorded when paid. There were no amounts requested by participants which were not paid as of December 31, 2011.

Recent Accounting Pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820 to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair values measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of this pronouncement is not expected to have a material impact on the Plan's financial statements.

Excess Participant Contributions Payable – The Plan failed certain discrimination tests for the year ended December 31, 2010. Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) totaling $13,962, are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the excess contributions to the applicable participants during 2011.

Subsequent Events – The Plan has evaluated subsequent events through September 25, 2012, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- **Level 1** – Quoted prices in active markets for identical assets or liabilities.

- **Level 2** – Inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

- **Level 3** – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled Separate Accounts – Investments in mutual funds held in pooled separate accounts are stated at fair value based upon quoted market prices of the net asset value of shares held by the Plan at year-end.

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

	December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Asset allocation - lifestyle	**$ 696,430**	**$ -**	**$ -**	**$ 696,430**
Asset allocation - lifecycle	**68,185**	**-**	**-**	**68,185**
Aggressive growth	**189,369**	**-**	**-**	**189,369**
Growth and income	**205,660**	**-**	**-**	**205,660**
Growth	**205,543**	**-**	**-**	**205,543**
Income	**72,729**	**-**	**-**	**72,729**
Conservative	**66,768**	**-**	**-**	**66,768**
Total assets at fair value	**$ 1,504,684**	**$ -**	**$ -**	**$ 1,504,684**

	December 31, 2010 (Compiled)			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset allocation - lifestyle	$ 467,313	$ -	$ -	$ 467,313
Asset allocation - lifecycle	14,796	-	-	14,796
Aggressive growth	141,055	-	-	141,055
Growth and income	151,460	-	-	151,460
Growth	231,497	-	-	231,497
Income	45,882	-	-	45,882
Conservative	53,867	-	-	53,867
Total assets at fair value	$ 1,105,870	$ -	$ -	$ 1,105,870

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 4 – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by John Hancock Life Insurance Company (U.S.A.) (the Custodian) as of and for the year ended December 31, 2011, except for comparing such information to the Plan's financial statements and supplemental schedule.

NOTE 5 – INVESTMENTS (UNAUDITED)

At December 31, 2011 and 2010, all investments of the Plan were participant-directed. The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2011	Compiled 2010
Lifestyle Balanced*	**$ 110,437**	$ 78,405
Lifestyle Moderate*	**84,009**	**
Lifestyle Growth*	**313,510**	193,368
Lifestyle Aggressive*	**171,983**	131,833
500 Index Fund*	**78,972**	**
Mid Value Fund*	****	107,294

* Indicates a party-in-interest.
** Represents less than 5% of the Plan's net assets as of December 31.

During 2011, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in fair value by $67,841.

NOTE 6 –PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds held in pooled separate accounts managed by the Custodian. As defined by the Plan, these transactions qualify as party-in-interest transactions. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibited transactions rules under ERISA. Fees paid by the Plan for the investment management services are included in net depreciation in fair value of investments.

NOTE 7 – PLAN TERMINATION

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time. Upon termination, no further contributions will be made to the Plan and all amounts credited to participants will become 100% vested. The Company will direct the distribution of accounts in a manner permitted by the Plan as soon as practicable.

NOTE 8 – TAX STATUS

The Company adopted a volume submitter profit sharing plan with a cash deferral arrangement which received a favorable opinion letter on July 1, 2009, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years that are considered closed for tax filing purposes.

NOTE 9 – RISKS AND UNCERTAINTIES

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

NOTE 10 – SUBSEQUENT EVENTS

Effective January 1, 2012, the Plan is referred to as a safe harbor 401(k) plan. A safe harbor 401(k) plan is a plan design where the Company commits to making certain contributions. This commitment to make contributions enables the Company to simplify the administration of the Plan by ensuring that nondiscrimination regulations are met.

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

EIN: 20-3029813
Plan No. 001

(a) * Party-in-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock USA	Retirement Living at 2020	**	$ 3,814
*	John Hancock USA	Retirement Living at 2025	**	24,531
*	John Hancock USA	Retirement Living at 2040	**	2,253
*	John Hancock USA	Retirement Living at 2045	**	37,287
*	John Hancock USA	Retirement Living at 2050	**	300
*	John Hancock USA	Lifestyle Conservative	**	16,491
*	John Hancock USA	Lifestyle Balanced	**	110,437
*	John Hancock USA	Lifestyle Moderate	**	84,009
*	John Hancock USA	Lifestyle Growth	**	313,510
*	John Hancock USA	Lifestyle Aggressive	**	171,983
*	John Hancock USA	John Hancock Stable Val	**	66,768
*	John Hancock USA	Core Bond Fund	**	11,368
*	John Hancock USA	Total Return Fund	**	25,597
*	John Hancock USA	Strategic Income Opp Fund	**	1,086
*	John Hancock USA	Real Return Bond Fund	**	721
*	John Hancock USA	Global Bond Fund	**	16,245
*	John Hancock USA	High Yield Fund	**	17,712
*	John Hancock USA	PIMCO All Asset	**	616
*	John Hancock USA	BlackRock Global Allocation	**	1,363
*	John Hancock USA	American Balanced Fund	**	8,911
*	John Hancock USA	Ivy Asset Strategy Fund	**	115
*	John Hancock USA	U.S. Equity Fund	**	3,291
*	John Hancock USA	Investment Company of America	**	4,729
*	John Hancock USA	Washington Mutual Investors	**	11,415
*	John Hancock USA	500 Index Fund	**	78,972
*	John Hancock USA	Davis New York Venture	**	34,278
*	John Hancock USA	Equity Income Fund	**	61,970
*	John Hancock USA	The Growth Fund of America	**	22,639
*	John Hancock USA	Total Stock Market Index Fund	**	17,627
*	John Hancock USA	Utilities Fund	**	10,145
*	John Hancock USA	Fundamental Investors	**	13,338
*	John Hancock USA	Templeton World	**	323
*	John Hancock USA	Capital Appreciation Fund	**	8,804
*	John Hancock USA	Mid Value Fund	**	31,506
*	John Hancock USA	Mid Cap Index Fund	**	19,159
*	John Hancock USA	Value Fund	**	1,095
*	John Hancock USA	Blue Chip Growth Fund	**	32,757
*	John Hancock USA	Small Cap Value Fund	**	11,533

See independent auditors' report.

EIN: 20-3029813
Plan No. 001

(a) * Party-in-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock USA	Small Company Value Fund	**	22,394
*	John Hancock USA	Small Cap Opportunities Fund	**	14,223
*	John Hancock USA	T. Rowe Price Health Sci	**	9,559
*	John Hancock USA	EuroPacific Growth Fund	**	19,926
*	John Hancock USA	Inv Small Cap Growth	**	21,484
*	John Hancock USA	Small Cap Growth Fund	**	5,931
*	John Hancock USA	American Century Heritage	**	698
*	John Hancock USA	Small Cap Index Fund	**	13,398
*	John Hancock USA	Financial Services Fund	**	1,477
*	John Hancock USA	Science & Technology Fund	**	4,502
*	John Hancock USA	International Core Fund	**	963
*	John Hancock USA	Intl Equity Index Fund	**	31,088
*	John Hancock USA	Small Cap Growth Index	**	2,034
*	John Hancock USA	Mid Cap Stock Fund	**	5,159
*	John Hancock USA	International Value Fund	**	14,024
*	John Hancock USA	Oppenheimer Developing Mkt	**	2,429
*	John Hancock USA	International Opps Fund	**	7,135
*	John Hancock USA	Intl Small Cap Fund	**	21,539
*	John Hancock USA	Natural Resources Fund	**	18,398
*	John Hancock USA	Real Est. Securities Fund	**	9,625
*	Participant Loans	Interest rate: 5.25%	-	18,788
		Total		$ 1,523,472

* A party-in-interest as defined by ERISA.
** Historical cost information is not required for participant-directed investments.

See independent auditors' report.

Empyrean Benefit Solutions, Inc. 401(k) Plan

Financial Statements and Supplemental Schedule
As of December 31, 2011 and 2010,
and for the Year Ended December 31, 2011

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Schedules other than those listed above are omitted because of the conditions under which they are required.

Briggs & Veselka Co.
A PROFESSIONAL CORPORATION
Certified Public Accountants and Business Advisors

INDEPENDENT AUDITORS' REPORT

To Those Charged with Governance of
Empyrean Benefit Solutions, Inc. 401(k) plan
Houston, Texas

We were engaged to audit the financial statements and supplemental schedule of the Empyrean Benefit Solutions, Inc. 401(k) plan as of and for the year ended December 31, 2011, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by Section 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 4*, which was certified by John Hancock Life Insurance Company (U.S.A.), 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 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 the 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, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

We have compiled the accompanying statement of net assets available for benefits of the Plan, as of December 31, 2010, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. A compilation is limited to presenting, in the form of financial statements, information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.

Briggs & Veselka Co.
Houston, Texas

September 25, 2012

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	Compiled 2010
ASSETS		
Investments at fair value	**$ 1,504,684**	$ 1,105,870
Notes receivable from participants	**18,788**	967
Net assets reflecting investments at fair value	**1,523,472**	1,106,837
LIABILITIES		
Excess participant contributions payable	**-**	13,962
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,523,472**	$ 1,092,875

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

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS

Additions to net assets attributed to:	
Interest income on notes receivable from participants	$ 241
Contributions:	
Participant	474,642
Employer	202,094
Rollovers	3,719
Total contributions	680,455
Total additions	680,696

DEDUCTIONS

Deductions from net assets attributed to:	
Net depreciation in fair value of investments	67,841
Benefits paid to participants or beneficiaries	174,847
Administrative expenses	7,411
Total deductions	250,099
Net increase in net assets available for benefits	430,597
Net assets available for benefits, beginning of year	1,092,875
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 1,523,472

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

NOTE 1 – DESCRIPTION OF PLAN

Empyrean Benefit Solutions, Inc. 401(k) plan (the Plan) is a qualified retirement plan adopted by Empyrean Benefit Solutions, Inc. (the Company) on January 1, 2006, to provide employees with the opportunity to save for retirement on a tax-advantaged basis. The amended and restated provisions of the Plan became effective on January 1, 2009, to conform the Plan to new tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The summary of significant provisions of the Plan presented below provides only general information. Participants should refer to the legal Plan document for a more complete description of the Plan's provisions.

Eligibility – All non-excluded employees of the Company may enter the Plan after attainment of age 18 and completion of 30 days of service.

Contributions – Participants may elect to reduce their compensation by a specific percentage or dollar amount and have that amount contributed to the Plan on a pretax basis as a salary deferral. Total deferrals in any taxable year may not exceed a dollar limit which is set by law. Participants who are at least age 50 or will attain age 50 before the end of a calendar year may elect to defer additional amounts called catch-up contributions to the Plan. Participants may revoke or make any other deferral modifications at any time during the Plan year.

The Company may make a discretionary matching contribution equal to a uniform percentage of a participant's salary deferral. Each year, the Company will determine the amount of the discretionary percentage. For 2011, the discretionary matching contribution was equal to 100% of a participant's salary deferral, up to a maximum of 3% of their compensation. In addition, each year, the Company may make a discretionary profit sharing contribution to the Plan. The profit sharing contribution will be allocated or divided among participants eligible to share in the contribution for the Plan year. For 2011, the Company did not make a profit sharing contribution.

Participants and eligible employees are permitted to deposit into the Plan distributions they have received from other plans and certain Individual Retirement Accounts (IRA) as a rollover contribution.

Participant Accounts – Each participant's account is credited with their salary deferral contributions, rollover contributions, matching contributions, and allocations of Plan earnings or losses. Participant accounts may also be charged with an allocation of certain administrative expenses. A participant's account is segregated for purposes of determining earnings or losses on investments and does not share in the investment performance of other participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are always 100% vested in their salary deferrals including catch-up contributions and rollover contributions plus actual earnings or losses thereon. Vesting for employer contributions is based on years of service according to a graded vesting scale, with participants becoming 100% vested after 3 years of service. If a participant terminates employment due to death, disability, or attainment of normal retirement age, they will always be 100% vested in their total account balance.

Investment Options – Participants direct the investment of their entire interest in the Plan into various investment securities. The Plan currently offers mutual funds held in pooled separate accounts as investment securities for participants. Participants may redirect the investment of future contributions or exchange existing account balances among eligible investment options at any time.

Notes Receivable From Participants – Loans are available to participants on a reasonably equivalent basis. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested interest in the Plan or $50,000 reduced by the excess of their highest outstanding balance of loans during the prior one-year period. The loans are adequately secured and bear a reasonable rate of interest. Principal and interest is paid ratably through payroll deductions for a term generally not to exceed 5 years unless the loan is used to purchase a principal residence. A participant may have only 1 loan outstanding at any given time.

Payment of Benefits – Upon termination of service due to termination of employment, death, disability, or normal retirement, a participant is entitled to receive the vested percentage of their account balance. Participants may elect to receive a distribution in the form of a single lump-sum payment, partial withdrawals, or installments. A participant cannot postpone receipt of distribution if the participant's vested account balance is $1,000 or less in which case the Company will direct the Custodian to distribute it to the participant as a single lump-sum payment without the participant's consent. If a participant's vested account balance exceeds $1,000, the participant may delay the distribution until the participant is required by law to receive minimum required distributions. Written consent will be required for any distribution if the vested account balance is greater than $1,000.

Participants may receive an in-service distribution from the Plan prior to termination provided they have attained age 59½. In addition, hardship withdrawals may be made to satisfy certain immediate and heavy financial needs a participant may have.

Administrative Expenses – The Plan permits the payment of Plan expenses to be made from the Plan assets. If the Company does not pay these expenses, the expenses paid using the Plan's assets will generally be allocated among the accounts of all participants in the Plan. Investment fees are generally assessed as a percentage of assets invested, and are deducted directly from investment returns. Plan administration fees cover day-to-day expenses of the Plan. Transaction based fees are associated with optional services offered under the Plan and are charged directly to a participant's account.

Forfeited Accounts – The non-vested portion of a terminated participant's account balance remains in the Plan as a forfeiture. Forfeitures may first be used to pay administrative expenses, and any remaining forfeitures attributable to employer contributions will be used to reduce any future employer contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Company to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

Net depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at year-end. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Benefits Paid – Benefits are recorded when paid. There were no amounts requested by participants which were not paid as of December 31, 2011.

Recent Accounting Pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820 to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair values measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of this pronouncement is not expected to have a material impact on the Plan's financial statements.

Excess Participant Contributions Payable – The Plan failed certain discrimination tests for the year ended December 31, 2010. Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) totaling $13,962, are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the excess contributions to the applicable participants during 2011.

Subsequent Events – The Plan has evaluated subsequent events through September 25, 2012, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- **Level 1** – Quoted prices in active markets for identical assets or liabilities.

- **Level 2** – Inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

- **Level 3** – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled Separate Accounts – Investments in mutual funds held in pooled separate accounts are stated at fair value based upon quoted market prices of the net asset value of shares held by the Plan at year-end.

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

	December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Asset allocation - lifestyle	**$ 696,430**	**$ -**	**$ -**	**$ 696,430**
Asset allocation - lifecycle	**68,185**	**-**	**-**	**68,185**
Aggressive growth	**189,369**	**-**	**-**	**189,369**
Growth and income	**205,660**	**-**	**-**	**205,660**
Growth	**205,543**	**-**	**-**	**205,543**
Income	**72,729**	**-**	**-**	**72,729**
Conservative	**66,768**	**-**	**-**	**66,768**
Total assets at fair value	**$ 1,504,684**	**$ -**	**$ -**	**$ 1,504,684**

	December 31, 2010 (Compiled)			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset allocation - lifestyle	$ 467,313	$ -	$ -	$ 467,313
Asset allocation - lifecycle	14,796	-	-	14,796
Aggressive growth	141,055	-	-	141,055
Growth and income	151,460	-	-	151,460
Growth	231,497	-	-	231,497
Income	45,882	-	-	45,882
Conservative	53,867	-	-	53,867
Total assets at fair value	$ 1,105,870	$ -	$ -	$ 1,105,870

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 4 – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by John Hancock Life Insurance Company (U.S.A.) (the Custodian) as of and for the year ended December 31, 2011, except for comparing such information to the Plan's financial statements and supplemental schedule.

NOTE 5 – INVESTMENTS (UNAUDITED)

At December 31, 2011 and 2010, all investments of the Plan were participant-directed. The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2011	Compiled 2010
Lifestyle Balanced*	**$ 110,437**	$ 78,405
Lifestyle Moderate*	**84,009**	**
Lifestyle Growth*	**313,510**	193,368
Lifestyle Aggressive*	**171,983**	131,833
500 Index Fund*	**78,972**	**
Mid Value Fund*	****	107,294

* Indicates a party-in-interest.
** Represents less than 5% of the Plan's net assets as of December 31.

During 2011, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) depreciated in fair value by $67,841.

NOTE 6 –PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds held in pooled separate accounts managed by the Custodian. As defined by the Plan, these transactions qualify as party-in-interest transactions. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibited transactions rules under ERISA. Fees paid by the Plan for the investment management services are included in net depreciation in fair value of investments.

NOTE 7 – PLAN TERMINATION

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time. Upon termination, no further contributions will be made to the Plan and all amounts credited to participants will become 100% vested. The Company will direct the distribution of accounts in a manner permitted by the Plan as soon as practicable.

NOTE 8 – TAX STATUS

The Company adopted a volume submitter profit sharing plan with a cash deferral arrangement which received a favorable opinion letter on July 1, 2009, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years that are considered closed for tax filing purposes.

NOTE 9 – RISKS AND UNCERTAINTIES

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

NOTE 10 – SUBSEQUENT EVENTS

Effective January 1, 2012, the Plan is referred to as a safe harbor 401(k) plan. A safe harbor 401(k) plan is a plan design where the Company commits to making certain contributions. This commitment to make contributions enables the Company to simplify the administration of the Plan by ensuring that nondiscrimination regulations are met.

EMPYREAN BENEFIT SOLUTIONS, INC. 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

EIN: 20-3029813
Plan No. 001

(a) * Party-in-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock USA	Retirement Living at 2020	**	$ 3,814
*	John Hancock USA	Retirement Living at 2025	**	24,531
*	John Hancock USA	Retirement Living at 2040	**	2,253
*	John Hancock USA	Retirement Living at 2045	**	37,287
*	John Hancock USA	Retirement Living at 2050	**	300
*	John Hancock USA	Lifestyle Conservative	**	16,491
*	John Hancock USA	Lifestyle Balanced	**	110,437
*	John Hancock USA	Lifestyle Moderate	**	84,009
*	John Hancock USA	Lifestyle Growth	**	313,510
*	John Hancock USA	Lifestyle Aggressive	**	171,983
*	John Hancock USA	John Hancock Stable Val	**	66,768
*	John Hancock USA	Core Bond Fund	**	11,368
*	John Hancock USA	Total Return Fund	**	25,597
*	John Hancock USA	Strategic Income Opp Fund	**	1,086
*	John Hancock USA	Real Return Bond Fund	**	721
*	John Hancock USA	Global Bond Fund	**	16,245
*	John Hancock USA	High Yield Fund	**	17,712
*	John Hancock USA	PIMCO All Asset	**	616
*	John Hancock USA	BlackRock Global Allocation	**	1,363
*	John Hancock USA	American Balanced Fund	**	8,911
*	John Hancock USA	Ivy Asset Strategy Fund	**	115
*	John Hancock USA	U.S. Equity Fund	**	3,291
*	John Hancock USA	Investment Company of America	**	4,729
*	John Hancock USA	Washington Mutual Investors	**	11,415
*	John Hancock USA	500 Index Fund	**	78,972
*	John Hancock USA	Davis New York Venture	**	34,278
*	John Hancock USA	Equity Income Fund	**	61,970
*	John Hancock USA	The Growth Fund of America	**	22,639
*	John Hancock USA	Total Stock Market Index Fund	**	17,627
*	John Hancock USA	Utilities Fund	**	10,145
*	John Hancock USA	Fundamental Investors	**	13,338
*	John Hancock USA	Templeton World	**	323
*	John Hancock USA	Capital Appreciation Fund	**	8,804
*	John Hancock USA	Mid Value Fund	**	31,506
*	John Hancock USA	Mid Cap Index Fund	**	19,159
*	John Hancock USA	Value Fund	**	1,095
*	John Hancock USA	Blue Chip Growth Fund	**	32,757
*	John Hancock USA	Small Cap Value Fund	**	11,533

See independent auditors' report.

EIN: 20-3029813
Plan No. 001

(a) * Party-in-Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	John Hancock USA	Small Company Value Fund	**	22,394
*	John Hancock USA	Small Cap Opportunities Fund	**	14,223
*	John Hancock USA	T. Rowe Price Health Sci	**	9,559
*	John Hancock USA	EuroPacific Growth Fund	**	19,926
*	John Hancock USA	Inv Small Cap Growth	**	21,484
*	John Hancock USA	Small Cap Growth Fund	**	5,931
*	John Hancock USA	American Century Heritage	**	698
*	John Hancock USA	Small Cap Index Fund	**	13,398
*	John Hancock USA	Financial Services Fund	**	1,477
*	John Hancock USA	Science & Technology Fund	**	4,502
*	John Hancock USA	International Core Fund	**	963
*	John Hancock USA	Intl Equity Index Fund	**	31,088
*	John Hancock USA	Small Cap Growth Index	**	2,034
*	John Hancock USA	Mid Cap Stock Fund	**	5,159
*	John Hancock USA	International Value Fund	**	14,024
*	John Hancock USA	Oppenheimer Developing Mkt	**	2,429
*	John Hancock USA	International Opps Fund	**	7,135
*	John Hancock USA	Intl Small Cap Fund	**	21,539
*	John Hancock USA	Natural Resources Fund	**	18,398
*	John Hancock USA	Real Est. Securities Fund	**	9,625
*	Participant Loans	Interest rate: 5.25%	-	18,788
		Total		$ 1,523,472

* A party-in-interest as defined by ERISA.
** Historical cost information is not required for participant-directed investments.

See independent auditors' report.