

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

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

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>ONESOURCE EMPLOYER SERVICES, INC. RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>002</u>	
	1c Effective date of plan	<u>03/01/2001</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ONESOURCE EMPLOYER SERVICES, INC.</u> <u>3033 N. 44TH ST., STE 360</u> <u>PHOENIX, AZ 85018</u>	2b Employer Identification Number (EIN) <u>86-1017035</u>	2c Sponsor's telephone number <u>602-553-8300</u>	2d Business code (see instructions) <u>541214</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>01/24/2013</u>	<u>SHARON KENNEDY, APA, QPA, QKA, ERPA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ONESOURCE EMPLOYER SERVICES, INC. 3033 N. 44TH ST., STE 360 PHOENIX, AZ 85008-5754	3b Administrator's EIN 86-1017035 3c Administrator's telephone number 602-553-8300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	247
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	152
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	76
d Subtotal. Add lines 6a , 6b , and 6c	6d	228
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	228
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	140
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

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

2E 2J 2K 2G 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)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

A Name of plan ONESOURCE EMPLOYER SERVICES, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ONESOURCE EMPLOYER SERVICES, INC.	D Employer Identification Number (EIN) 86-1017035

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
RBC CAPITAL MARKETS, LLC 60 S. SIXTH ST. MAILSTOP 91F3 MINNEAPOLIS, MN 55402

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(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?
37 64 15 99	RECORDKEEPER	45409	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MATTHEWS GOLD KENNEDY AND SNOW

6530 N. 16TH ST.
PHOENIX, AZ 85016

86-1001235

(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?
37 64 72	THIRD PARTY ADMIN	3375	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan ONESOURCE EMPLOYER SERVICES, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ONESOURCE EMPLOYER SERVICES, INC.	D Employer Identification Number (EIN) 86-1017035	

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)	137626	137090
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3261059	3363232
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3398685	3500322

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3398685	3500322
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	143919	
(B) Participants	2a(1)(B)	442636	
(C) Others (including rollovers)	2a(1)(C)	184781	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		771336
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5707	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5707
(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)		
(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)		-119973
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		657070

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	402062	
(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)		402062
f Corrective distributions (see instructions)	2f		49290
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	47300	
(4) Other	2i(4)	1106	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		48406
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		499758

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		157312
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		55675

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MANSPERGER PATTERSON & MCMULLIN, PL

(2) EIN: 86-0751928

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		340000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

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

5b(1) Name of plan(s)

KESSLER & SONS MUSIC, INC. 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
45-3572117	001
86-0760219	001

PINNACLE DESIGN, INC. 401(K) PROFIT SHARING PLAN

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

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

A Name of plan <u>ONESOURCE EMPLOYER SERVICES, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ONESOURCE EMPLOYER SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>86-1017035</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-4156830</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN**

FINANCIAL STATEMENTS

**FOR THE YEARS ENDED
DECEMBER 31, 2011 AND 2010**

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Jeffrey C. McMullin
James A. Wraith
Bradley W. Enos
Diane R. Hayes
William A. Brown
Stephen G. Hale
LaDawn Setser

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of

OneSource Employer Services, Inc. Retirement Savings Plan
Phoenix, Arizona

We were engaged to audit the financial statements of OneSource Employer Services, Inc. Retirement Savings Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of and for the year ended December 31, 2011 as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information cited in Note 6, which was certified by Nationwide Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the 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 generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mansperger Patterson & McMullin, PLC
by Bradley W. Enos

Tempe, Arizona
January 22, 2013

ONESOURCE EMPLOYER SERVICES, INC.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS	<u>2011</u>	<u>2010</u>
Investment at fair value:		
Group Variable Annuity Contract	\$ 3,363,232	\$ 3,261,059
Receivables:		
Participant loans	137,090	137,626
Employee	10,166	28,267
Employer	<u>7,672</u>	<u>7,035</u>
Total receivables	154,928	172,928
 Total assets	 3,518,160	 3,433,987
 LIABILITIES		
 Other liabilities	 <u>19,631</u>	 <u>49,290</u>
 Net assets available for benefits	 <u>\$ 3,498,529</u>	 <u>\$ 3,384,697</u>

The Accompanying Notes are an
Integral Part of these Financial Statements.

**ONESOURCE EMPLOYER SERVICES, INC.
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011**

ADDITIONS

Additions to net assets attributed to:

Investment income:

Interest and dividend income \$ 5,707

Contributions:

Employer 147,051

Participant 422,042

Rollovers 184,780

753,873

Total additions 759,580

DEDUCTIONS

Deductions from net assets attributed to:

Depreciation in fair value of investments 119,973

Benefit payments 394,313

Defaulted loans 7,750

Corrective distributions 19,631

Administrative expenses 48,406

Asset transfers out of Plan 55,675

Total deductions 645,748

NET INCREASE 113,832

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year 3,384,697

End of year \$ 3,498,529

The Accompanying Notes are an
Integral Part of these Financial Statements.

**ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of OneSource Employer Services, Inc. Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan was established by OneSource Employer Services, Inc. (the Plan Sponsor) on April 1, 2001 to provide retirement benefits to employees who are eligible to participate.

The Plan is a "multiple-employer" defined contribution plan, as defined by the Internal Revenue Code Section, 401 (k) Provisions. The Plan covers substantially all employees of OneSource Employer Services, Inc., and all employers (the "Companies") who choose to co-participate in the multiple-employer plan. At December 31, 2011 and 2010, there were 140 and 148 participants with account balances in the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees are eligible for participation in the Plan based on each employer's eligibility policies, which range from 18 to 21 years of age, and service requirements, which range from one hour to one year of service. The following chart summarizes the age and eligibility requirements for those active employers that had participants in the Plan at any time during the year ended December 31, 2011.

<u>Employer</u>	<u>Age Requirement</u>	<u>Service Requirement</u>
Amcor Property Professionals, Inc.	18 years of age	1 year of service
Comp-Ray, Inc.	18 years of age	1 hour of service
Custom Systems Integration, LLC	18 years of age	1 year of service
East Valley Women's Medical Group	18 years of age	1 hour of service
Little Smiles of Surprise, PLLC	21 years of age	3 months of service
M. Zuhdi Jasser M.D., P.C. & Advanced Nuclear Cardiology	21 years of age	6 months of service
Michael S. Altman, M.D., PLC	None	1 hour of service
OneSource Employer Services, Inc.	21 years of age	3 months of service
Paper & Ink, Inc.	21 years of age	1 year of service
Robert Spies, M.D.	21 years of age	1 hour of service
Step by Step Pediatrics, PC.	18 years of age	3 months of service
Valley Women for Women, PC	18 years of age	1 hour of service
Valley Heart Associates, PC	18 years of age	1 hour of service

**ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010**

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Contributions

The Plan allows for employees to make pre-tax deferrals subject to maximum amounts allowed under the Internal Revenue Code. For 2011 and 2010, the maximum pre-tax deferrals were \$16,500, not to exceed compensation. Participants who have attained age 50 by the last day of the calendar year are allowed additional "catch-up" contributions in excess of maximum amounts allowed under the Internal Revenue Code. For 2011 and 2010, the maximum catch-up contributions were an additional \$5,500. The Plan also allows co-employer companies that have chosen to do so to make matching and/or non-elective contributions. The following summarizes the co-employer contribution, if any for those employers' that had participants in the Plan at any time during the year ended December 31, 2011.

<u>Employer</u>	<u>Employer Matching Contributions</u>
Amcor Property Professionals, Inc.	Safe Harbor
Comp-Ray, Inc.	25% up to 6% of participant compensation
Custom Systems Integration, LLC	Safe Harbor
East Valley Women's Medical Group	None
Little Smiles of Surprise, PLLC	Safe Harbor
M. Zuhdi Jasser M.D., P.C. & Advanced Nuclear Cardiology	None
Michael S. Altman, M.D., PLC	None
OneSource Employer Services, Inc.	Safe Harbor
Paper & Ink, Inc.	Safe Harbor
Robert Spies, M.D.	None
Step by Step Pediatrics, PC.	Safe Harbor
Valley Women for Women, PC	Safe Harbor
Valley Heart Associates, PC	Safe Harbor

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, and allocations of (a) the participants' Company's contribution, if any, and, (b) Plan earnings, losses, and expenses, as defined. Each participant's contributions and net earnings are maintained in participant directed investment accounts. Participants receive quarterly statements, which reflect all transactions in their accounts, disclose current market values, and changes in value. In addition to statements, participants receive periodic information regarding the performance of the available investment options. All investments held by the Plan are participant-directed. Participants are entitled to the benefit that can be provided from their individual vested accounts.

ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Payment of Benefits

Benefit distributions to participants are recorded when paid. A participant is entitled to benefits, based upon defined events occurring. The Plan provides for various methods of payment.

Vesting

Participants are immediately vested in their salary deferral contributions, rollovers, employer safe harbor contributions, and earnings thereon. The vesting on employer matching contributions and earnings thereon is based on years of service as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeited Accounts

Forfeitures arising from the accounts of a participant shall be applied solely to the accounts of other participants of the same co-employer. The Plan Sponsor may elect each Plan Year to first use all or a portion of the forfeitures to pay administration costs of the Plan and/or to restore previously forfeited account balances. Forfeited non-vested accounts totaled approximately \$5,800 and \$3,700 at December 31, 2011 and 2010, respectively.

Loans to Participants

Participants may borrow from their account balance up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate reasonable at the time of application. Principle and interest is paid ratably through payroll deductions. The maximum repayment period for such loans shall be five years, unless the loan is used to acquire the participant's principle residence, in which case the maximum repayment period can be extended beyond five years.

Subsequent Event

Management has evaluated subsequent events through January 22, 2013, the date the financial statements were available to be issued.

ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and the reported amounts of additions to and deductions from net assets. Actual results could differ from those estimates.

Method of Accounting

The financial statement of the Plan is prepared on the accrual basis of accounting. Accordingly, income is recognized when earned and expenses are recorded when incurred.

Notes Receivable from Participants

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

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Plan Sponsor without compensation from the Plan. Additionally, other administrative expenses of the Plan are paid directly by the Plan.

Investment valuation and income recognition

The Plan's 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.

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

Market Risk

The Plan invests in various investments, which, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Furthermore, due to the level of risk associated with certain investments securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a 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 unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

The assets or liabilities 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.

Group Variable Annuity Contract: Valued at the number of accumulation units held by the Plan at year-end. An accumulation unit is an accounting method of measuring investment results and the value of each participant's account. The number of units credited to an account is determined by dividing the dollar contributed per sub-account by the current unit value of the sub-account. The value of the accumulation unit was established at \$1.00 when the fund was first available for purchase under a Nationwide variable annuity and the unit value for each individual sub-account will increase or decrease from day to day depending on the underlying performance of the respective mutual fund, less expenses. The change in unit value is directly related to the change in the Net Asset Value of any dividends or capital gain distributions.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation 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.

**ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010**

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair value as of December 31, 2011

	Fair Value Measurements at Reporting Date			
	Level 1	Level 2	Level 3	Total
Group Variable Annuity Contract:				
Specialty	\$ 80,919	\$ -	\$ -	\$ 80,919
International stocks	404,746	-	-	404,746
Small-Cap stocks	268,124	-	-	268,124
Mid-Cap stocks	236,608	-	-	236,608
Large-Cap stocks	777,171	-	-	777,171
Balanced	634,506	-	-	634,506
Bonds	729,721	-	-	729,721
Cash	231,437	-	-	231,437
	<u>\$ 3,363,232</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,363,232</u>

Assets at Fair value as of December 31, 2010

	Fair Value Measurements at Reporting Date			
	Level 1	Level 2	Level 3	Total
Group Variable Annuity Contract:				
Specialty	\$ 172,271	\$ -	\$ -	\$ 172,271
International stocks	493,035	-	-	493,035
Small-Cap stocks	316,528	-	-	316,528
Mid-Cap stocks	152,432	-	-	152,432
Large-Cap stocks	646,210	-	-	646,210
Balanced	511,965	-	-	511,965
Bonds	592,612	-	-	592,612
Cash	376,006	-	-	376,006
	<u>\$ 3,261,059</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,261,059</u>

**ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010**

NOTE 4 - INVESTMENTS

Upon enrollment in the Plan, a participant may direct employee and employer contributions in any of fifty seven investment options.

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

2011:

Fed Ttl Rtn Bd Inst	\$ 438,292
Amfds Gr Fd Am R5	287,126
Prncpl Inv Eq Inc I Inst	276,178
Nw Inv Dest Mod Inst	271,956
Drey Inst Prfrd Mnymkt Prm	231,437
Prncpl Inv Smcap Val Inst	195,763
Vngrd Mdcap Gr Inv	189,222
Jns Ovrseas I	182,540
Amfds Fdmntl Inv R6	182,242

2010:

Stk Drey Inst Prfrd MnyMkt Prm	\$ 376,006
NW Inv Dest Mod Inst	255,489
AmFds Gr Fd Am R5	283,527
Fed Ttl Rtn Bd Inst	355,819
Prncpl SmCap Val Inst	237,719
Jns Ovrseas I	294,134
Amfds Fdmntl Inv R6	184,166
AmFds Euro Pacfc Gr R5	173,077

During 2011, the Plan's investments in the group variable annuity contract (including gains and losses on investments bought, sold, or held during the year) depreciated in value by \$119,973.

NOTE 5 – TAX STATUS & GOVERNMENT FILINGS

The Internal Revenue Service has determined and informed the Plan Sponsor by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010

NOTE 5 – TAX STATUS & GOVERNMENT FILINGS (CONTINUED)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions. The Internal Revenue Service (IRS) began an examination of the Plan's Form 5500 for 2009 in July 2011 that is on-going and not estimated to be completed until 2013. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2008.

The Plan's Form 5500 filings for the years 2008, 2009, 2010, and 2011 did not include an Accountant's Opinion and audited financial statements. The Plan has received various notices from the Internal Revenue Service (IRS) and United States Department of Labor (DOL). The notices assess penalties against the Plan Administrator and Plan Sponsor for deficient Form 5500 annual report filings because the Plan did not have an audit by an independent qualified public accountant. The penalties assessed may be waived or reduced upon the completion of the audit by a qualified public accountant.

NOTE 6 - CERTIFICATION FROM THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Nationwide Life Insurance Company, the trustee of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information reflected on the accompanying statements of net assets available for benefits as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets (held at the end of the year) as of December 31, 2011.

NOTE 7 – PLAN TERMINATION

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

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the plan, any party rendering services to the plan, the employer, and certain others.

During 2011, administrative fees of \$45,409 were paid by the Plan to Nationwide Life Insurance Company. The Plan's sponsor paid fees for accounting services.

ONESOURCE EMPLOYER SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS, (CONTINUED)
DECEMBER 31, 2011 AND 2010

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of benefits paid to participants in the financial statement at December 31, 2011 to the Form 5500;

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 3,498,529	\$ 3,384,697
Employee contributions receivable	(10,166)	(28,267)
Employer contributions receivable	(7,672)	(7,035)
Corrective distributions payable	19,631	49,290
Net assets available for benefits per Form 5500	<u>\$ 3,500,322</u>	<u>\$ 3,398,685</u>
Net increase in net assets per the financial statements	\$ 113,832	
Decrease in contributions receivable	17,464	
Decrease in other liabilities due to corrective distributions	(29,659)	
Net increase in net assets per Form 5500	<u>\$ 101,637</u>	

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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

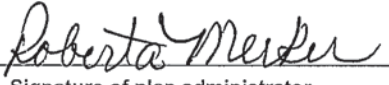
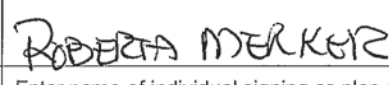
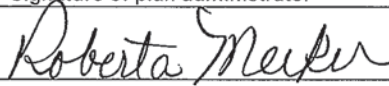
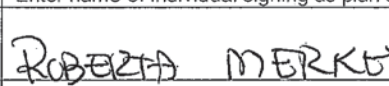
- A** This return/report is for: ☐ a multiemployer plan; ☒ a multiple-employer plan; or
☐ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here. ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan Onesource Employer Services, Inc. Retirement Savings Plan	1b Three-digit plan number (PN) ▶ <u>002</u>
	1c Effective date of plan <u>03/01/2001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) Onesource Employer Services, Inc. 3033 N. 44th St., Ste 360 Phoenix AZ 85018	2b Employer Identification Number (EIN) <u>86-1017035</u>
	2c Sponsor's telephone number <u>602-553-8300</u>
	2d Business code (see instructions) <u>541214</u>

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

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

SIGN HERE		<u>1-23-13</u>	
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>1-23-13</u>	
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Onesource Employer Services, Inc. 3033 N. 44th St., Ste 360 Phoenix AZ 85008-5754	3b Administrator's EIN 86-1017035 3c Administrator's telephone number 602-553-8300
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	247
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	152
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	76
d Subtotal. Add lines 6a , 6b , and 6c	6d	228
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	228
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	140
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

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

2E 2J 2K 2G 3D

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE I

ONESOURCE EMPLOYER SERVICES, INC.
SCHEDULE H, LINE 41 - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011
EIN: 86-1017035
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
*	Nationwide Trust Company	Amcent Gbl Gold Inst	\$ **	\$ 59,545
*	Nationwide Trust Company	Amfds Cap Wld Bd R6	**	6,860
*	Nationwide Trust Company	Dws Rreef Realest Sec Inst	**	9,008
*	Nationwide Trust Company	Fidadv Realest I	**	5,206
*	Nationwide Trust Company	Gdmnscs Comdty Strat Inst	**	300
*	Nationwide Trust Company	Amfds Europacf Gr R5	**	160,117
*	Nationwide Trust Company	Amfds New Wld R5	**	38,433
*	Nationwide Trust Company	Amfds New Wld R6	**	2,482
*	Nationwide Trust Company	Dodgecox Intl Stk	**	8,204
*	Nationwide Trust Company	Hansbrgr Intl Gr Inst	**	5,857
*	Nationwide Trust Company	Harbor Intl Inst	**	7,113
*	Nationwide Trust Company	Jns Ovrseas I	**	182,540
*	Nationwide Trust Company	Jpm Smcap Val Sel	**	3,521
*	Nationwide Trust Company	Leggm Clrbrdg Smcap Gr I	**	66,556
*	Nationwide Trust Company	Pncpl Inv Smcap Val Inst	**	195,763
*	Nationwide Trust Company	Trowepr New Hrizns	**	2,284
*	Nationwide Trust Company	Jns Prkns Mdcap Val I	**	3,102
*	Nationwide Trust Company	Jpm Mdcap Val Unst	**	39,867
*	Nationwide Trust Company	Pncpl Mdcap Gr Inst	**	4,417
*	Nationwide Trust Company	Vngrd Mdcap Gr Inv	**	189,222
*	Nationwide Trust Company	Amfds Am Mut R6	**	4,996
*	Nationwide Trust Company	Amfds Fdmntl Inv R6	**	182,242
*	Nationwide Trust Company	Amfds Gr Fd Am R5	**	287,126
*	Nationwide Trust Company	Amfds Gr Fd Am R6	**	6,352
*	Nationwide Trust Company	Dodgecox Stk	**	9,643
*	Nationwide Trust Company	Mfs Rsrch R4	**	10,634
*	Nationwide Trust Company	Pncpl Inv Eq Inc I Inst	**	276,178
*	Nationwide Trust Company	Amfds 2010 Trgtdtrmt R6	**	2,998
*	Nationwide Trust Company	Amfds 2015 Trgtdtrmt R6	**	20,277
*	Nationwide Trust Company	Amfds 2020 Trgtdtrmt R6	**	2,971
*	Nationwide Trust Company	Amfds 2025 Trgtdtrmt R5	**	2,404
*	Nationwide Trust Company	Amfds 2030 Trgtdtrmt R5	**	17,069
*	Nationwide Trust Company	Amfds 2030 Trgtdtrmt R6	**	1,986
*	Nationwide Trust Company	Amfds 2035 Trgtdtrmt R5	**	886
*	Nationwide Trust Company	Amfds 2035 Trgtdtrmt R6	**	23,664
*	Nationwide Trust Company	Amfds 2040 Trgtdtrmt R6	**	37,476
*	Nationwide Trust Company	Amfds 2045 Trgtdtrmt R5	**	1,869
*	Nationwide Trust Company	Amfds 2045 Trgtdtrmt R6	**	71
*	Nationwide Trust Company	Amfds 2050 Trgtdtrmt R5	**	658
*	Nationwide Trust Company	Nw Inv Dest Aggr Inst	**	30,425
*	Nationwide Trust Company	Nw Inv Dest Cnsrv Inst	**	2,315
*	Nationwide Trust Company	Nw Inv Dest Mod Aggr Inst	**	27,290
*	Nationwide Trust Company	Nw Inv Dest Mod Cnsrv Inst	**	73,839
*	Nationwide Trust Company	Nw Inv Dest Mod Inst	**	271,956
*	Nationwide Trust Company	Trowepr Cap App	**	116,352
*	Nationwide Trust Company	Amcent Infl Adj Bd Inst	**	42,039
*	Nationwide Trust Company	Amfds AM Hi Inc Tr R6	**	1,308
*	Nationwide Trust Company	Fed Intmd Govt Corp Inst	**	122,959
*	Nationwide Trust Company	Fed Ttl Rtn Bd Inst	**	438,292
*	Nationwide Trust Company	Fed Ttl Rtn Govt Bd Inst	**	36,075
*	Nationwide Trust Company	Gdmnscs Shrt Dur Govt Inst	**	10,140
*	Nationwide Trust Company	Leggmwstrasfindplsbdinst	**	7,518
*	Nationwide Trust Company	Pimco Real Rtn Inst	**	7,367
*	Nationwide Trust Company	Rdgwrth Seix Hi Yld I	**	56,768
*	Nationwide Trust Company	Vngrd St Invmt Grd Inv	**	2,386
*	Nationwide Trust Company	Vngrd Ttl Bd Mkt Indx Sgnl	**	4,869
*	Nationwide Trust Company	Drey Inst Prfrd Mnymkt Prm	**	231,437
	*Participant Loans	Interest ranging from 4.25% to 9.25%		137,090
	Total		\$	\$ 3,500,322

* Indicates a party-in-interest.

** Assets are participant directed investments and, therefore, cost information is not required.