

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>07/31/2012</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>JI SPECIALTY SERVICES, INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1993</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1993</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1993</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JI SPECIALTY SERVICES, INC.</u> <u>10535 BOYER BLVD., SUITE 100</u> <u>AUSTIN, TX 78758</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>74-2445066</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>512-346-5314</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524290</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>74-2445066</u>	2c Sponsor's telephone number <u>512-346-5314</u>	2d Business code (see instructions) <u>524290</u>	
2b Employer Identification Number (EIN) <u>74-2445066</u>					
2c Sponsor's telephone number <u>512-346-5314</u>					
2d Business code (see instructions) <u>524290</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	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>05/15/2013</u> Date	<u>FRANCIS FEY</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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		5 151
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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2012 <hr/> This Form is Open to Public Inspection
--	---	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/31/2012

A Name of plan <u>JI SPECIALTY SERVICES, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JI SPECIALTY SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>74-2445066</u>	

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

NATIONWIDE 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
<u>31-4156830</u>	<u>66869</u>	<u>GAP42/44/9901/2</u>	<u>0</u>	<u>01/01/2012</u>	<u>07/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
<u>6465</u>	<u>1212</u>

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

ROBERT CECIL JR
14881 QUORUM
SUITE 340
DALLAS, TX 75254

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>6465</u>	<u>1212</u>	<u>ADMINISTRATIVE PURPOSES</u>	<u>3</u>

(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	

(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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

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

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

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

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

b Balance at the end of the previous year	7b	73014
--	-----------	-------

c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	905	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	905
---------------------------	--------------	-----

d Total of balance and additions (add lines 7b and 7c(6))	7d	73919
---	-----------	-------

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)	73919	

▶ TRANSFERRED TO FUNDING SUCCESSOR

(5) Total deductions	7e(5)	73919
----------------------------	--------------	-------

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	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)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(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, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/31/2012

A Name of plan <u>JI SPECIALTY SERVICES, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JI SPECIALTY SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>74-2445066</u>

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

(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

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

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

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

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

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

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

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

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

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

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?
15 19	RECORDKEEPER	32239	Yes ☒ No ☐	Yes ☐ No ☒	9563	Yes ☐ No ☒

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

CECILCO

QUORUM DRIVE
SUITE 340
DALLAS, TX 75254

43-4923457

(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?
13 17	ADMINISTRATOR	2315	Yes ☒ No ☐	Yes ☐ No ☒	5245	Yes ☐ No ☒

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

PROSPERA FINANCIAL

5429 LBJ FRWY, SUITE 400
DALLAS, TX 75240

75-1832551

(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?
27 52	BROKER DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	6499	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
CECILCO	13	5245
(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.
NATIONWIDE ONE NATIONWIDE PLAZA ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	THIRD PARTY ADMINISTRATOR	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
PROSPERA	27 52	6499
(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	INVESTMENT ADVISORY FEE	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
NATIONWIDE	15	9564
(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.
CECILCO 14881 QUORUM DRIVE SUITE 340 DALLAS, TX 75240 43-4923457	RECORDKEEPING	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
---	--	---

For calendar plan year 2012 or fiscal plan year beginning	01/01/2012	and ending	07/31/2012
---	------------	------------	------------

A Name of plan JI SPECIALTY SERVICES, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN)	001
---	---------------------------------------	-----

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 JI SPECIALTY SERVICES, INC.	D Employer Identification Number (EIN) 74-2445066
---	---

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:	NATIONWIDE QUALIFIED PLANS VARIABLE
--	-------------------------------------

b Name of sponsor of entity listed in (a):	NATIONWIDE LIFE INSURANCE COMPANY
---	-----------------------------------

c EIN-PN	31-4156830-009	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:	
--	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 07/31/2012		
A Name of plan JI SPECIALTY SERVICES, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 JI SPECIALTY SERVICES, INC.		D Employer Identification Number (EIN) 74-2445066

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	195067	0
(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)	131681	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	4078447	0
(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)	73014	0
(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	4478209	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4478209	0
---	-----------	---------	---

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)		
(B) Participants	2a(1)(B)	15	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		15
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)	3034	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3034
(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)		
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		257199
(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		260248

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	481872	
(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)		481872
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		12721
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	34653	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		34653
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		529246

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-268998
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		4209211

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: ALEXANDER & LIEVENS PC

(2) EIN: 74-2943125

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		2000000
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.			

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: 0

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)

YORK INSURANCE SERVICES GROUP, INC. RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
13-4198394	001

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

ANNUAL FINANCIAL STATEMENTS
JULY 31, 2012 AND DECEMBER 31, 2011

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

JULY 31, 2012 AND DECEMBER 31, 2011

INDEX

Independent Auditors' Report	1
Statements of Net Assets in Liquidation Available for Benefits as of July 31, 2012 and December 31, 2011	2
Statement of Changes in Net Assets in Liquidation Available for Benefits for the Period January1, 2012 to July 31, 2012	3
Notes to Financial Statements.....	4

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
The Joseph Ivy Company 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of The Joseph Ivy Company 401(k) Profit Sharing Plan as of July 31, 2012 and December 31, 2011, and for the period January 1, 2012 to July 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Nationwide Trust Company, FSB, the Plan custodian, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the period ended January 1, 2012 to July 31, 2012 and 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 schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the custodian, have been audited in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in Note K to the financial statements, the Company was acquired in December 2011 and the assets of this Plan were transferred in a proposed plan merger into the plan of a related entity in 2012. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis used in presenting the 2012 financial statements.


May 13, 2013

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS

AS OF JULY 31, 2012 AND DECEMBER 31, 2011

	July 31, 2012	2011
ASSETS		
Investments, at liquidation value		
Participant-directed investments:		
Pooled separate account (Note D)	\$ -	\$ 4,078,447
Guaranteed investment contract (Note D)	-	73,014
Total investments	-	4,151,461
Receivables		
Notes receivable from participants	-	131,681
Employer contributions receivable	-	195,067
Total receivables	-	326,748
TOTAL ASSETS	-	4,478,209
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS, at liquidation value	-	4,478,209
Adjustment from liquidation value to contract value for fully benefit-responsive investment contract	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 4,478,209

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

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS

FOR THE PERIOD JANUARY 1, 2012 TO JULY 31, 2012

ADDITIONS:

Investment income	\$ 3,034
Interest from notes receivable from participants	-
Net realized and unrealized appreciation or (depreciation) in liquidation value of investments	242,159
Contributions	
Employer contributions	-
Participant contributions	-
Participant rollover contributions	-
TOTAL ADDITIONS	<u>245,193</u>

DEDUCTIONS:

Benefits paid to participants	494,594
Administration fees	19,597
Transferrs	<u>4,209,211</u>
TOTAL DEDUCTIONS	<u>4,723,402</u>

NET INCREASE (4,478,209)

NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS,

Beginning of year	<u>4,478,209</u>
-------------------	------------------

NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS,

End of year	<u><u>\$ -</u></u>
-------------	--------------------

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

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE A - DESCRIPTION OF THE PLAN:

The following description of The Joseph Ivy Company 401(k) Profit Sharing 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 is a defined contribution plan that was established January 1, 1993, and is maintained for the benefit of employees of The Joseph Ivy Company, JI Communications Group, Inc., Joseph Ivy Financial Group, Inc., JI Specialty Risks Insurance Agency, Inc., and JI Specialty Services, Inc. (collectively referred to as the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Francis Fey, Samuel Francis and Herman Juarez serve as the Plan Trustees.

In December 2011, the Company was acquired by York Risk Services Group (York). Effective January 1, 2012, all employees of the Company became eligible for the qualified plan maintained by York. This Plan was merged with and into the York plan as of July 31, 2012. Refer to Note K regarding the Plan merger.

Eligibility. All employees of the Company are eligible to participate in the Plan except for employees covered by a collective bargaining agreement, employees who are nonresident aliens with no U.S.-source compensation, and individuals who are not employees of the Company. Eligible employees become participants in the Plan upon hire.

Participant Elective Deferrals. Participants may contribute to the Plan through payroll deductions from 1% to 85% of annual compensation, as defined by the Plan. Highly Compensated Employees may contribute up to 15% of annual compensation. Participant salary deferrals are limited by the Internal Revenue Code to \$16,500 for 2012 and \$16,500 for 2011. Participants who have attained age 50 are permitted to contribute additional "catch-up" salary deferrals, as permitted by tax law. New employees who become eligible for the Plan and do not elect a salary deferral percentage are deemed to make an automatic 6% salary deferral election.

Participant Rollover Contributions. Participants are allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans.

Employer Contributions. At the discretion of the Company, the Company may declare matching contributions. The Company's matching contribution for the year, if any, is allocated to eligible participants. To be eligible for this discretionary Employer Matching Contribution, a participant must either be employed on the last day of the plan year and have completed 1,000 Hours of

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

Service during the plan year, or have terminated employment during the plan year on or after attainment of age 65 or on account of death or total and permanent disability.

In addition to the Employer Matching Contributions, the Company may, in its discretion, make a Profit Sharing Contribution on behalf of eligible participants. The Profit Sharing Contribution, if any, will be allocated based on each eligible participant's compensation. To be eligible for the Profit Sharing Contribution, a participant must either be employed on the last day of the Plan year and have completed more than 1,000 Hours of Service in the Plan year, or have terminated employment during the plan year after attainment of age 65 or on account of death or total and permanent disability. As of January 1, 2012 all employees became eligible for the York Retirement Savings Plan as the result of the purchase of the Company by York Risk Services Group. Due to the purchase of the Company and the plan merger no matching or Profit Sharing Contributions were made during 2012. See Note K for further explanation.

Vesting. Participants are immediately and fully vested in their Participant Elective Deferrals and Participant Rollover Contributions and earnings thereon. Vesting in the Employer Matching Contribution and Profit Sharing Contribution, if any, and earnings thereon, is based on years of vesting service completed, in accordance with the following schedule:

<u>Years of Vesting Service Completed</u>	<u>Percentage Vested</u>
Fewer than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

A Year of Service is a plan year in which a participant completes at least 1,000 Hours of Service. Amounts not vested at the time a participant terminates service are forfeited and allocated to remaining eligible participants in the same manner as the Employer Matching Contribution for the year. Forfeitures allocated to participants for 2012 were \$20,604.

Participant Accounts. Individual accounts are maintained for each participant. Each participant's account is credited with contributions in accordance with the participant's investment instructions. Interest and dividends earned by the investments are credited to the accounts based on unit shares held in the account, and the accounts are adjusted daily for appreciation or depreciation in the market value of the mutual fund shares. Participants may direct the investment of their account balances among investment options offered by the Plan.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

Payment of Benefits. Upon termination of employment, the participant or beneficiary will receive the value of the vested interest in his or her account in a lump-sum distribution as soon as administratively feasible upon written consent to the distribution.

For a participant whose account balance does not exceed \$1,000, the Plan may distribute the account balance without the participant's written consent. The Plan does not permit distributions prior to termination of service except for participants who have attained age 65, at any time for amounts in the participant's rollover account, or for hardship withdrawals for the purchase of a principal residence, the payment of medical expenses, payment of post-secondary education, or payment for the cost of preventing eviction from or foreclosure on the mortgage of a principal residence. The amount of the hardship withdrawal may not exceed the amount of the financial need.

Notes Receivable from Participants. Participants may borrow from their fund accounts 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 commensurate with local prevailing rates. Principal and interest are repaid ratably through payroll deductions over a period not to exceed five years. Interest earnings on loans are allocated to the participant's account.

Expenses of the Plan. The Company pays most expenses incurred in the administration and operation of the Plan. However, transaction fees for loan origination and benefit payments are charged to the Plan and allocated directly to the accounts of the participants incurring them. In addition, a third-party offers optional investment management services to Participants for a fee. Participants electing to use these investment advisory services are charged an annual fee equal to 1.35% of their account balances. Refer to Note E for additional information on investment management services and fees.

Amendment and Termination. As more fully discussed in Note K, the Company was acquired in December 2011 and the Plan was merged with a related entity effective July 31, 2012.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting. The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

Investment contracts held by a defined-contribution plan are required to be reported at liquidation value as of July 31, 2012 and December 31, 2011. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the term of the Plan.

The Statement of Net Assets Available for Benefits presents the liquidation value of the investment contract as well as in liquidation adjustment of the fully benefit-responsive investment contracts from liquidation value to contract value as of July 31, 2012. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value. See Note D for a description of the investment contract held by the Plan. As of July 31, 2012, the investment contracts are required to be reported at liquidation value.

Investment Valuation and Income Recognition. Investments are reported at liquidation value as of July 31, 2012 and December 31, 2011. 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 G for discussion of fair value measurements. Liquidation value is the likely price of an asset when it is allowed insufficient time to sell on the open market.

The net realized and unrealized gains on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market and liquidation value 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. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits. Benefits are recorded when paid.

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

Risks and Uncertainties. The Plan provides for various investment options in any combination of mutual funds offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets in liquidation available for benefits as of July 31, 2012 and December 31, 2011, and the statement of changes in net assets in liquidation available for benefits for the period January 1, 2012 to July 31, 2012.

Recent Accounting Pronouncements. In January 2010, ASC Topic 820, *Fair Value Measurement*, was amended to require expanded disclosures related to 1) transfers in and out of Levels 1 and 2 fair value measurements, and 2) presentation of gross versus net information in the roll forward activity for Level 3 fair value measurements. In addition, the amendment clarified disclosures regarding disaggregation, inputs and valuation techniques. The amendment was adopted in the Plan's 2010 financial statements, except for the change in the roll forward activity for Level 3 fair value measurements, which was adopted in the Plan's 2011 financial statements. The adoption of this standard did not have a material impact on the Plan's financial statements.

The FASB updated ASC Topic 820 to improve the comparability of fair value measurements presented and disclosed in financial statements, by changing the wording used to describe many of the requirements in accounting principles generally accepted in the United States of America for measuring fair value and disclosing information about fair value measurements. The amendment is effective for annual periods beginning after December 15, 2011. We do not expect this pronouncement to have a material effect on the Plan's financial statements.

NOTE C - FEDERAL INCOME TAXES:

The Plan obtained its latest opinion letter dated March 31, 2008 in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE D - INVESTMENT CONTRACTS WITH INSURANCE COMPANY:

The Plan invests in a group annuity contract with Nationwide Life Insurance Company (Nationwide). Nationwide maintains the Plan assets in a pooled separate account invested in mutual fund investment subaccounts. The subaccounts are credited with actual earnings on the underlying investments and charged for Plan withdrawals and administration expenses. The pooled separate account is included in the financial statements at fair market value, which represents contributions made under the account, plus earnings and appreciation or depreciation, less Plan withdrawals and administrative expenses paid by the Plan. The liquidation value of the pooled separate account at July 31, 2012 and December 31, 2011 was \$0 and \$4,151,461, respectively.

The Plan also invests in a guaranteed investment contract with Nationwide. This contract is a fully benefit-responsive investment invested in a guaranteed fund. Nationwide maintains the guaranteed fund in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at liquidation value as of December 31, 2011 and fair value as of December 31, 2010 and then adjusted to contract value as reported by Nationwide. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contracts have certain restrictions that impact the ability to collect the full contract value. The liquidation value of the guaranteed investment contract at July 31, 2012 and December 31, 2011 was \$0 and \$73,014, respectively.

Nationwide is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer.

Average Yields:	<u>2012</u>	<u>2011</u>
Based on annualized earnings	2.15%	2.25%
Based on interest rate credited to participants	2.15%	2.25%

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE E – PARTICIPANT-DIRECTED INVESTMENTS:

The Plan permits participants to invest their account balance and contributions in investment accounts offered by Nationwide. Allocations may be made in any percentage and may be changed by the participant at any time by directly contacting Nationwide.

Nationwide Investment Advisors, LLC (NIA) offers professional investment management services to participants through the Managed Account for Participants (MAP) program. Based on information provided by the participant, NIA establishes the participant's investment criteria and risk tolerance. The firm then monitors the participant's portfolio and adjusts the fund allocation when warranted. NIA charges a 1.35% annual fee for these services, deducted directly from the participant's account on a quarterly basis.

NOTE F – RELATED PARTY TRANSACTIONS:

Certain Plan investments are invested in a pooled separate account and guaranteed investment contract managed by Nationwide Trust Company, FSB (Nationwide Trust). Nationwide Trust is the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Transactions in such investments are exempt from the prohibited transaction rules.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE G – LIQUIDATION VALUE AND FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at liquidation value in the accompanying statement of net assets available for benefits as of December 31, 2011. The methods used to measure liquidation value may produce an amount that may not be indicative of net realizable value or reflective of future 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 liquidation value of certain financial instruments could result in a different liquidation value measurement at the reporting date.

		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Liquidation Value</u>			
<u>December 31, 2011.</u>				
Pooled separate account	\$ 4,078,447	\$ -	\$ 4,078,447	\$ -
Guaranteed invest contract	73,014	-	-	73,014
Total	<u>\$ 4,151,461</u>	<u>\$ -</u>	<u>\$ 4,078,447</u>	<u>\$ 73,014</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 2 Fair Value Measurements

Pooled separate accounts are stated at fair value as determined by observable Level 1 quoted pricing inputs or by quoted prices for similar assets in active or non-active markets. While some pooled separate accounts may have publicly quoted pricing inputs (Level 1), the account values of separate accounts are not publicly quoted and are therefore classified as Level 2 investments.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE G – LIQUIDATION VALUE AND FAIR VALUE MEASUREMENTS (continued):

Level 3 Fair Value Measurements

Guaranteed investment contracts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer and are therefore classified as Level 3 investments.

The following table provides further details of the Level 3 fair value measurements:

	Guaranteed Investment Contracts	Total
Balance, beginning of year	\$ 73,014	\$ 73,014
Purchases, sales, issuances, and settlements (net)	(73,014)	(73,014)
Balance, end of year	\$ -	\$ -

NOTE H – INFORMATION PREPARED AND CERTIFIED BY PLAN CUSTODIAN:

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that was prepared and certified as complete and accurate by Nationwide Financial Services, Inc., including its subsidiary Nationwide Trust Company, FSB.

Investments at Liquidation Value as of

December 31, 2011:

	2011
AllianceBernstein International Value Fund K	\$ 3,350
American Century Growth Fund	181,794
American Century Inflation Protection Fund	236,669
American Century Inflation Adjusted Bond Fund Inc	889
American Funds Fundamental Investments R3	50,639
American Funds Growth Fund of America Fund R3	16,454
JP Morgan SmallCap Value A	141,946
Dodge Cox Stock Fund	186,591
Dreyfus S&P 500 Index Fund	43,282
Wells Fargo Advantage Emerging Market Equity Fund	92,997

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE H – INFORMATION PREPARED AND CERTIFIED BY PLAN CUSTODIAN (continued):

Investments at Liquidation Value as of
December 31, 2011:

	<u>2011</u>
Mainstay Epoch Global Equity Yield A	\$ 90,239
Eaton Vance Floating Rate A	66,402
Fidelity Puritan Fund	51,206
Aberdeen International Equity Fund	208,955
Nationwide Money Market Institutional CI Fund	437,374
Goldman Sachs SmallCap Value Fund A	3,098
Goldman Sachs Growth Opportunities Fund A	5,559
Goldman Sachs LargeCap Value Fund A	3,476
Heartland Value Plus Inv	12,295
JPMorgan Dynamic SmallCap Growth A	2,376
Janus Twenty Fund	42,055
Lord Abbots Short Duration Income Fund A	28,358
Lazard Emerging Market Equity Open	869
Blackrock LargeCap Value Fund A	4,886
Blackrock LargeCap Growth Fund A	4,021
MFS Value Fund	201,830
Nationwide MidCap Market Index A	56,940
Nationwide SmallCap Index A	3,957
PIMCO Total Return Fund Class A	376,086
PIMCO Commdity Real Transtar	26,875
Pioneer Emerging Markets Fund A	1,694
Oppenheimer Global Fund A	22,309
Oppenheimer International Bond Fund A	98,887
Pioneer Equity Inc A	139,255
Oppenheimer International Growth A	159,138
Prudential Jennison Growth A	195,240
PIMCO Real Return Fund Instl	94,193
Principal Inv.Large Cap Gr A	3,206
PIMCO Total Return Fund Inst	123,442
American Funds Capital World Bond R6	55,577

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE H – INFORMATION PREPARED AND CERTIFIED BY PLAN CUSTODIAN
(continued):

Investments at Liquidation Value as of

December 31, 2011:

	<u>2011</u>
Legg Mason Clearbridge Small Cap Growth A	\$ 4,801
DWS RREEF Global Real Estate Sec CL A	115,503
Franklin Templeton Foreign Fund	37,232
TCW Total Return Bond N	316
T.Rowe Price MidCap Value Fund	11,359
Turner Small Cap Growth Fund	89,376
Nationwide Fixed Fund	73,014
Van Kampen Growth & Income Fund A	12,954
Western Asset Corporate Bond Inst	141,484
Western Asset Non-US Opportunity Bond Portfolio IC	406
Western Asset Inflation Index Plus Bond Inst	178,507
Wells Fargo Advantage Asia Pacific Inv Fund	2,773
Wells Fargo Advantage Endvr Sel A Fund	2,307
Janus Overseas S	7,019

January 1 to
July 31, 2012

Investment income	\$ 3,034
Net realized and unrealized appreciation (depreciation) in liquidation value of investments	242,159
Benefits paid to participants	494,594
Administrative expenses	19,597

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE I – INVESTMENTS:

The following schedule presents investments as of December 31, 2011 that represent 5% or more of the Plan's net assets available for benefits. Each of the investment funds reported below is participant-directed, as discussed at Note E.

Investments at Liquidation Value	2011
American Century Inflation Protection Fund	\$ 239,669
Nationwide Money Market Institutional Class Fund	437,374
PIMCO Total Return Fund Class A	376,086

NOTE J – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The net assets in liquidation available for benefit per the financial statements at July 31, 2012 and December 31, 2011 agree to the amounts reported in the Form 5500 filed for the year. There are no reconciling items.

NOTE K – PLAN MERGER AND TRANSFER OF PLAN ASSETS:

In December 2011, the Company was acquired by York Risk Services Group (York). As of January 1, 2012, all employees of the Company became eligible for the York Retirement Savings Plan (the York Plan), a qualified plan maintained by York for the benefit of its employees and the employees of its subsidiary companies. The employees of the Company ceased to be actively covered by this Plan as of that date. Effective as of July 31, 2012, all associated assets, liabilities and obligations of this Plan were merged with and into the York Plan. This Plan ceased to exist upon the completion of the merger.

NOTE L – SUBSEQUENT EVENTS:

The Plan's management evaluated for subsequent events occurring after July 31, 2012 (the financial statement date) through May 13, 2013, the date the financial statements were available to be issued. Management determined there were no other subsequent events requiring disclosures.

THE JOSEPH IVY COMPANY 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

JULY 31, 2012 AND DECEMBER 31, 2011

NOTE M – UNCERTAIN TAX POSITIONS:

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 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 administrator has analyzed the tax positions taken by the plan, and has concluded that as of July 31, 2012, 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 plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.