

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
		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>12/31/2012</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>WORLD TRAVEL SERVICE, INC. 401 (K) PROFIT SHARING PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>01/01/1990</u>
1b Three-digit plan number (PN) ►	<u>001</u>				
1c Effective date of plan	<u>01/01/1990</u>				
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WORLD TRAVEL SERVICE, INC</u> <u>10201 PARKSIDE DRIVE</u> <u>KNOXVILLE, TN 37922</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>62-0135170</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>865-777-1600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561500</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>62-0135170</u>	2c Sponsor's telephone number <u>865-777-1600</u>	2d Business code (see instructions) <u>561500</u>	
2b Employer Identification Number (EIN) <u>62-0135170</u>					
2c Sponsor's telephone number <u>865-777-1600</u>					
2d Business code (see instructions) <u>561500</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>07/26/2013</u>	<u>LAMAR SHULER</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
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		5 141
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	124
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	22
d Subtotal. Add lines 6a , 6b , and 6c	6d	149
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	149
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	113
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 2G 2J 2K 2R 2T 3D		
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>0</u> 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>WORLD TRAVEL SERVICE, 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>WORLD TRAVEL SERVICE, INC</u>	D Employer Identification Number (EIN) <u>62-0135170</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
THE TRUST COMPANY OF KNOXVILLE

62-1291257

(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)

THE TRUST COMPANY OF KNOXVILLE

62-1291257

(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 21 38 65 17 27 50 19 37 64	NONE	26699	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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

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

a Name: LATTIMORE BLACK MORGAN & CAIN PC	b EIN: 62-1199757
c Position: AUDIT FIRM	
d Address: 10024 INVESTMENT DR. SUITE 200 KNOXVILLE, TN 37932-2143	e Telephone: 865-691-9000

Explanation: WORLD TRAVEL SERVICE, INC. (THE EMPLOYER) CHOSE TO USE A NEW AUDIT FIRM IN 2011.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>WORLD TRAVEL SERVICE, INC. 401 (K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>WORLD TRAVEL SERVICE, INC</u>	D Employer Identification Number (EIN) <u>62-0135170</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION FUND

b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST COMPANY

c EIN-PN <u>22-2712853-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>131426</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan WORLD TRAVEL SERVICE, 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 WORLD TRAVEL SERVICE, INC	D Employer Identification Number (EIN) 62-0135170	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1487	10257
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	48399	49246
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2040	31478
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8511	7564
(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)	72028	115819
(9) Value of interest in common/collective trusts.....	1c(9)	119419	131426
(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)	2668591	3342843
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	69292	78497

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	2989767	3767130

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2989767	3767130
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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)	49246	
(B) Participants	2a(1)(B)	246256	
(C) Others (including rollovers)	2a(1)(C)	184762	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		480264
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
(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)	3742	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3746
(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)	103877	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		103877
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	56051	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	55182	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		869
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1844
(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)		286012
c Other income.....	2c		42438
d Total income. Add all income amounts in column (b) and enter total.....	2d		919050

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	114982	
(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)		114982
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	26705	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		26705
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		141687

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		777363
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JASON UNDERWOOD CPA, PLLC

(2) EIN: 45-3976013

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>WORLD TRAVEL SERVICE, 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>WORLD TRAVEL SERVICE, INC</u>	D Employer Identification Number (EIN) <u>62-0135170</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>62-1306704</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

World Travel Service, Inc. 401(k) Profit Sharing Plan
December 31, 2012 and 2011
with Independent Auditor's Report

World Travel Service, Inc. 401(k) Profit Sharing Plan

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
World Travel Service, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of World Travel Service, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 4, which was certified by The Trust Company of Knoxville, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content on the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

 CPA, PLLC

Chattanooga, Tennessee
July 3, 2013

World Travel Service, Inc. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Cash	\$10,257	\$1,487
Investments, at fair value:		
Money market	7,564	8,511
Mutual funds	3,342,843	2,668,591
Common/collective trust	133,696	121,953
Limited partnership	78,497	69,292
Total investments	3,562,600	2,868,347
Receivables:		
Employer	49,246	48,399
Notes from participants	115,819	72,028
Accrued investment income	31,478	2,040
	196,543	122,467
Net assets available for benefits, at fair value	3,769,400	2,992,301
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(2,270)	(2,534)
Net assets available for benefits	\$3,767,130	\$2,989,767

See accompanying notes.

World Travel Service, Inc. 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions

Investment income:	
Interest & dividends	\$109,568
Net appreciation in fair value of investments	325,476
Total investment	<u>435,044</u>

Interest on notes from participants	<u>3,742</u>
-------------------------------------	--------------

Contributions:	
Employer	49,246
Participants'	246,256
Rollover	184,762
Total contributions	<u>480,264</u>

Total additions	919,050
-----------------	---------

Deductions

Benefit payments to participants	114,982
Administrative fees	26,705
Total deductions	<u>141,687</u>

Net increase	777,363
---------------------	---------

Net assets available for benefits

Beginning of year	2,989,767
End of year	<u>\$3,767,130</u>

See accompanying notes.

World Travel Service, Inc. 401(k) Profit Sharing Plan

Notes to financial statements

1. Description of Plan

The following description of the World Travel Service, Inc. 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan, which became effective January 1, 1990, is a defined contribution plan covering substantially all full-time employees of World Travel Service, Inc. (the “Company”) who are twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Each year, active participants are eligible to make salary deferrals on a pretax basis in accordance with limitations prescribed by the Internal Revenue Code (IRC). In addition, participants who are 50 years of age or older during the Plan year may make catch-up contributions not to exceed IRC limitations. Participants may also contribute amounts representing distributions from other qualified plans. These rollover amounts plus earnings thereon may be withdrawn from the Plan as a lump-sum distribution during employment. Employees are not required to contribute any money to participate in the Plan.

The Plan also provides that the Company may contribute a discretionary amount each year as authorized by the Company for participants who are employed on the last day of the Plan year and have completed 1,000 hours of service during the year.

Participant Accounts - Each participant's account is credited with the participant's contribution, allocations of the Company contributions, earnings (losses) and administrative expenses. Allocations are based on participant's compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All amounts in participants' accounts are participant-directed.

Vesting – Participants are fully (100%) vested in all participant contributions, plus actual earnings thereon. Company contributions vest in accordance with the Plan's graduated vesting schedule as follows:

Years of Vesting Service Completed	Vesting Percentages
Less than 2 years	0%
2 year	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

World Travel Service, Inc. 401(k) Profit Sharing Plan

A year of service is a Plan year during which a participant has 1,000 or more hours of service. Notwithstanding the above, a participant is fully vested in his entire account upon the attainment of age 65 or upon his death or total and permanent disability prior to termination. Employees related to certain acquired divisions are fully vested after three years of service.

Notes Receivable from Participants - Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are secured by the balance in the participant's account and bear interest at a fixed rate that is determined by the plan administrator by reviewing rates charged for similar types of loans by other local lenders. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, permanent disability, separation or retirement, a participant may elect to receive either a lump-sum amount or annual installments over a specific period equal to the value of the participant's vested interest in his or her account if the vested benefit exceeds \$1,000. Vested benefits less than \$1,000 are distributed as a single lump-sum payment upon the discretion of the plan administrator and require the consent of the participant prior to the distribution. Unless eligible to defer, all participants must begin withdrawing benefits no later than April 1 following the year age 70½ is attained.

Hardship Withdrawals – Participants may withdrawal their elected contribution balance in the event of a hardship as defined in the Plan agreement. Participants shall not be permitted to make contributions to the Plan for a period of six months following the receipt of the hardship distribution.

Forfeited Accounts – When certain terminations of participation in the Plan occur, the non-vested portion of the participant's account represents a forfeiture. Forfeitures may be used to offset Company contributions to the Plan. As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$884 and \$1,574. These accounts will be reallocated to participants in the same manner as Company contributions. During 2012, forfeitures used to offset Company contributions totaled \$1,574, respectively.

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

2. Summary of Significant Accounting Policies

Date of Management's Review - Subsequent events were evaluated through July 3, 2013, which is the date the financial statements were available to be issued.

World Travel Service, Inc. 401(k) Profit Sharing Plan

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP).

In accordance with GAAP, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts. The Plan invests in fully benefit-responsive investment contracts through the Federated Capital Preservation Fund (the "FCPF").

Estimates - The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates and assumptions.

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

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

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.

Administrative Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fee related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment management fees and operating expenses charged to the Plan are deducted from investment earnings. Consequently, certain investment management fees and operating expenses are not separately reflected in the statement of changes in net assets available for benefits and are included in net appreciation or depreciation in the fair value of investments.

World Travel Service, Inc. 401(k) Profit Sharing Plan

New Accounting Pronouncements – In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The guidance amended ASC 820 to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan has adopted ASU 2011-04; however, this adoption had no effect on the Plan's financial statements.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the Accounting Standards Codification (ASC), including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 31, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The Plan Administrator is currently evaluating the effect that the provisions of ASU 2012-04 will have on the Plan's financial statement disclosures.

Reclassifications – Certain amounts in prior year financial statements have been reclassified to conform with current year presentation.

3. Fair Value Measurements

The framework for measuring fair value 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 process in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets 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)

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term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

The Plan is invested in money market, mutual funds, common/collective trusts and a limited partnership. The following describes the valuation methodologies used for assets measured at fair value at December 31, 2011 and 2010.

Money market and mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end. The NAV is based on quoted prices in active markets on which the fund is traded (level 1 inputs).

Common/collective trust is valued based on the fair value of the underlying investments held by the trust as reported to the trustee from audited financial statements of the trust at year end. The Plan's investment in the trust is determined by taking the number of units owned by the Plan times the value per unit of the trust at year end (level 2 inputs).

Limited partnership investments include mutual funds, which are valued at the NAV of shares held by the Plan at year end. The NAV is based on quoted prices in active markets on which the fund is traded (level 1 inputs), and interest in a limited partnership which is valued monthly using the values of the underlying securities as provided by the fund manager (level 3 inputs).

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, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions of valuation techniques may require the transfer of investments from one fair value to another. The significance of transfers between levels is evaluated based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2, or 3.

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The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Equity	\$2,746,759	\$0	\$0	\$2,746,759
Bonds/fixed income	596,084	0	0	596,084
	3,342,843	0	0	3,342,843
Money market	7,564	0	0	7,564
Common/collective trust	0	133,696	0	133,696
Limited partnership	0	0	78,497	78,497
	<u>\$3,350,407</u>	<u>\$133,696</u>	<u>\$78,497</u>	<u>\$3,562,600</u>

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Equity	\$2,093,940	\$0	\$0	\$2,093,940
Bonds/fixed income	538,794	0	0	538,794
Balanced	35,857	0	0	35,857
	2,668,591	0	0	2,668,591
Money market	8,511	0	0	8,511
Common/collective trust	0	121,953	0	121,953
Limited partnership	0	0	69,292	69,292
	<u>\$2,677,102</u>	<u>\$121,953</u>	<u>\$69,292</u>	<u>\$2,868,347</u>

The following table sets forth a summary of the changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Limited Partnership
Balance, beginning of year	<u>\$69,292</u>
Unrealized gains/(losses) relating to instruments still held at the reporting date	<u>9,205</u>
Balance, end of year	<u><u>\$78,497</u></u>
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	<u><u>\$9,205</u></u>

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4. Investments

The December 31, 2012 and 2011 statements of net assets available for benefits, the investment activities included on the statements of changes in net assets available for benefits for the year ended December 31, 2012, and the accompanying notes to the financial statements were prepared in part or entirely from information certified as complete and accurate by The Trust Company of Knoxville, the Plan's trustee, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Except for the Plan's limited partnership interest in level 3 assets, the information certified includes: total investments at fair value and contract value, notes from participants, total investment income and interest on notes from participants.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

The following presents investments that represent 5% or more of the Plan's net assets:

	2012	2011
Mutual funds		
Bond/fixed income funds		
PIMCO Total Return Fund	\$327,968	\$309,647
Equity funds		
Artisan Small Cap Value Fund		\$182,666
BMO Small Cap Growth Fund	\$292,804	\$245,470
CRM Mid Cap Value Investor Fund		\$178,261
Eaton Vance Structured Emerging Market Fund	\$164,630	
Janus Growth and Income Fund		\$242,389
Mainstay Large Cap Growth Fund	\$305,291	\$201,946
Manning & Napier Dividends Focus	\$218,574	
Templeton Institutional Funds		\$214,723
Vanguard Growth Index Fund	\$441,739	
Vanguard Mid Cap Value Index Inv	\$230,954	
Vanguard Small Cap Value Index Fund	\$216,951	
Vanguard Total International Stock Index	\$509,724	
Vanguard Value Index Fund	\$288,258	\$209,663
William Blair International Growth Fund		\$225,103

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During 2012, the Plan's investments in (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in fair value as follows:

Mutual funds	\$314,427
Common/collective trust	1,844
Limited partnership	9,205
	\$325,476

Bond/fixed income funds - Invest primarily in bonds and other debt instruments. The exact type of debt the fund invests in will depend on its focus, but investments may include government, corporate, municipal and convertible bonds, along with other debt securities like mortgage-backed securities. A bond fund's purpose is to provide investors with a source of income that is generally less volatile than income derived from investments in the stock market.

Equity funds - Invest primarily in stocks. They are principally categorized according to the size of the companies in which they invest (small cap, mid cap, large cap), the investment style of the holdings in the portfolio (growth, value, core) and geography (domestic, international).

5. Federated Capital Preservation Fund

The FCPF is a common collective trust established and maintained by Federated Investors Trust Company. The investment objective of the FCPF is stability of principal and high current income through investing primarily in stable value products including fully benefit-responsive guaranteed investment contracts, separate account guaranteed investments contracts and synthetic guaranteed investment contracts.

In certain circumstances, the amount withdrawn from the FCPF would be payable at fair value rather than contract value. Based on prior experience, the Federated Investors trust Company believes that it is not probable that such circumstances would be of sufficient magnitude to limit the ability of the FCPF to transact at contract value with participants.

The market value spot yield (underlying investment return) earned by the FCPF for the year ended December 31, 2012 and 2011, was 1.59% and 2.09%. This represents the annualized earnings of all investments in the FCPF, including the earnings recorded at the underlying collective trust, divided by the fair value of all investments in the FCPF.

The contract value spot yield (credited to participants) earned by the FCPF for the year ended December 31, 2012 and 2011, was 1.95% and 2.33%. This represents the annualized earnings credited to participants in the FCPF divided by the fair value of all investments in the FCPF.

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The fair value of the FCPF totaled \$133,696 and \$121,953 as of December 31, 2012 and 2011, respectively. The contract value of the CCT totaled \$131,426 and \$119,419 as of December 31, 2012 and 2011, respectively.

6. Related Party Transactions

Parties-in-interest are defined under ERISA regulation as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others.

The Trust Company of Knoxville, the Plan's trustee, provides administrative services to the Plan, therefore, these transactions qualify as party-in-interest transactions.

Fees paid directly to the Trust Company of Knoxville for administrative services amounted to \$26,705 for the year ended December 31, 2012.

Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provision of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Company adopted a prototype 401(k) profit sharing plan document sponsored by the Trust Company of Knoxville. The prototype plan sponsor has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The plan administrator believes the Plan is designed and is being operated in compliance with the applicable provisions on the Internal Revenue Code and therefore believes that the Plan is qualified and the related trust is tax-exempt.

Under ASC 740-10, *Income Taxes*, a plan must recognize the tax benefit associated with tax positions taken for tax return purposes when it is more likely than not that the position will not be sustained upon examination by a taxing authority. The Plan does not believe there are any material uncertain tax positions taken and, accordingly, has not recognized any liability for unrecognized tax benefits under ASC 740-10. The Plan files Department of Labor Form 5500 returns, as required, and all other applicable returns in jurisdictions where it is required. For the years ended December 31, 2012 and 2011, there were no interest or penalties recorded or included in the financial statements. The Plan is subject to routine audits by a taxing authority. As of December 31, 2012, the Plan was not subject to any examination by a taxing authority through 2011. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2009.

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8. Risks and Uncertainties

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

Supplemental Schedule

World Travel Service, Inc. 401(k) Profit Sharing Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 62-0135170
Plan Number: 001

		(c)		
(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Money market				
	Federated	Prime Obligations Institutional Fund	**	<u>\$7,564</u>
Mutual funds				
	BMO	Small Cap Growth Fund	**	292,804
	Eaton Vance	Structured Emerging Market Fund	**	164,630
	Mainstay	Large Cap Growth Fund	**	305,291
	Manning & Napier	Dividend Focus Fund	**	218,574
	Metropolitan West	Total Return Bond Fund	**	143,934
	PIMCO	Total Return Fund	**	327,968
	Templeton	Global Bond Fund	**	124,182
	Vanguard	Growth Index Fund	**	441,739
	Vanguard	Mid Cap Growth Index Inv	**	77,834
	Vanguard	Mid Cap Value Index Inv	**	230,954
	Vanguard	Small Cap Value Index Fund	**	216,951
	Vanguard	Total International Stock Index	**	509,724
	Vanguard	Value Index Fund	**	<u>288,258</u>
				<u>3,342,843</u>
Common/collective trust				
	Federated	Capital Preservation Fund	**	<u>131,426</u>
Limited partnership				
	Moon Capital Mgt., LLC	Moon Value Fund I, LLC	**	<u>78,497</u>
Loans				
	* Participants		**	<u>115,819</u>
				<u>\$3,676,149</u>

* A party-in-interest as defined by ERISA

** Cost information is not required for participant-directed investments.

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) 12/31/2012

PLAN NAME: **World Travel Service, Inc. 401(k) Profit Sharing Plan**
THREE DIGIT PLAN NUMBER: **001**
PLAN SPONSOR'S NAME: **World Travel Service, Inc.**
EMPLOYER IDENTIFICATION NUMBER: **62-0135170**

(A)	(B) IDENTITY OF ISSUE	(C) DESCRIPTION OF INVESTMENT	(D) COST	(E) CURRENT VALUE
	BMO Small-Cap Growth Y	16,357.74 Shares of Registered Investment Co	n/a	292,803.57
	Eaton Vance Structured Emerging Markets I	11,004.64 Shares of Registered Investment Co	n/a	164,629.45
	Federated Capital Preservation	13,142.55 Common Collective Trust	n/a	131,425.52
	Federated Prime Obligations Instl Fd #10	7,564.28 Par Value Money Market Fund	n/a	7,564.28
	Mainstay Large Cap Growth Fd CI I	38,257.05 Shares of Registered Investment Co	n/a	305,291.24
	Manning & Napier Dividend Focus A	16,865.31 Shares of Registered Investment Co	n/a	218,574.46
	Metropolitan West Total Return Bond CI M	13,204.99 Shares of Registered Investment Co	n/a	143,934.34
	Pimco Total Return Fd #435 (Admin Shs)	29,178.66 Shares of Registered Investment Co	n/a	327,968.08
	Templeton Global Bond Adv CI	9,308.99 Shares of Registered Investment Co	n/a	124,181.94
	Vanguard Growth Index Signal Shs Fd #1347	13,019.13 Shares of Registered Investment Co	n/a	441,739.08
	Vanguard Value Index Fd Signal Shs #1346	12,081.23 Shares of Registered Investment Co	n/a	288,258.13
	Vanguard Mid-Cap Growth Index Inv #832	2,883.77 Shares of Registered Investment Co	n/a	77,832.95
	Vanguard Mid-Cap Value Index Inv CI 835	9,972.11 Shares of Registered Investment Co	n/a	230,954.00
	Vanguard Small Cap Value Index Fd #860	12,468.45 Shares of Registered Investment Co	n/a	216,950.98
	Vanguard Total Int'l Stock Index S Shs #1769	16,962.56 Shares of Registered Investment Co	n/a	509,724.90
	Participant Loans	Interest Rate 4.25% - 6.00%	n/a	115,818.97
	Moon Value Fund I, LLC CI U	130.700 SDBA Account	n/a	76,348.21

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) 12/31/2012

PLAN NAME: **World Travel Service, Inc. 401(k) Profit Sharing Plan**
THREE DIGIT PLAN NUMBER: **001**
PLAN SPONSOR'S NAME: **World Travel Service, Inc.**
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(A)	(B) IDENTITY OF ISSUE	(C) DESCRIPTION OF INVESTMENT	(D) COST	(E) CURRENT VALUE
	BMO Small-Cap Growth Y	16,357.74 Shares of Registered Investment Co	n/a	292,803.57
	Eaton Vance Structured Emerging Markets I	11,004.64 Shares of Registered Investment Co	n/a	164,629.45
	Federated Capital Preservation	13,142.55 Common Collective Trust	n/a	131,425.52
	Federated Prime Obligations Instl Fd #10	7,564.28 Par Value Money Market Fund	n/a	7,564.28
	Mainstay Large Cap Growth Fd CI I	38,257.05 Shares of Registered Investment Co	n/a	305,291.24
	Manning & Napier Dividend Focus A	16,865.31 Shares of Registered Investment Co	n/a	218,574.46
	Metropolitan West Total Return Bond CI M	13,204.99 Shares of Registered Investment Co	n/a	143,934.34
	Pimco Total Return Fd #435 (Admin Shs)	29,178.66 Shares of Registered Investment Co	n/a	327,968.08
	Templeton Global Bond Adv CI	9,308.99 Shares of Registered Investment Co	n/a	124,181.94
	Vanguard Growth Index Signal Shs Fd #1347	13,019.13 Shares of Registered Investment Co	n/a	441,739.08
	Vanguard Value Index Fd Signal Shs #1346	12,081.23 Shares of Registered Investment Co	n/a	288,258.13
	Vanguard Mid-Cap Growth Index Inv #832	2,883.77 Shares of Registered Investment Co	n/a	77,832.95
	Vanguard Mid-Cap Value Index Inv CI 835	9,972.11 Shares of Registered Investment Co	n/a	230,954.00
	Vanguard Small Cap Value Index Fd #860	12,468.45 Shares of Registered Investment Co	n/a	216,950.98
	Vanguard Total Int'l Stock Index S Shs #1769	16,962.56 Shares of Registered Investment Co	n/a	509,724.90
	Participant Loans	Interest Rate 4.25% - 6.00%	n/a	115,818.97
	Moon Value Fund I, LLC CI U	130.700 SDBA Account	n/a	76,348.21