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 01/01/2012 and ending 12/31/2012

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
USI 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

U.S. IMAGING, INC.

4411 BLUEBONNET
SUITE 109
STAFFORD, TX 77477-2912

2b Employer Identification Number (EIN)
65-0683144

2c Sponsor's telephone number
281-207-8880

2d Business code (see instructions)
621498

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.	08/15/2013	MARTHA LAW
	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 [X] 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**	313
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**	253
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	33
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	288
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	288
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	196
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	21
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 2T 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
USI 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERIPRISE FINANCIAL SERVICES
50082 AMERIPRISE FINANCIAL CTR
MINNEAPOLIS, ME 55474

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

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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?
18 64	N/A	27910	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

ALLIANCE BENEFIT GROUP

7425 HOLLISTER
HOUSTON, TX 77040

76-0342548

(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?
64	N/A	6047	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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
USI 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
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)	94471	127465
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2484908	3137856
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2579379	3265321
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	0	4657
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	4657
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2579379	3260664

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)	107174	
(B) Participants	2a(1)(B)	456450	
(C) Others (including rollovers)	2a(1)(C)	12922	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		576546
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)	4471	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4471
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(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)		
(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)		306456
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		887473
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	195147	
(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)		195147
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)	11041	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11041
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		206188
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		681285
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ROBERTSON & ROBERTSON, PLLC **(2)** EIN: 26-1631123

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		200000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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.

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

A Name of plan
USI 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

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** 0

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): 31-4156830

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

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

USI 401(k) Plan

Financial Statements and Supplemental Information
December 31, 2012 and 2011

ROBERTSON & ROBERTSON PLLC
CERTIFIED PUBLIC ACCOUNTANTS. AUDIT & ASSURANCE SPECIALISTS.

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December 31, 2012 and 2011

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Note: *All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.*

Independent Auditor's Report

To the Trustees and Plan Administrator of the USI 401(k) Plan and Participants:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the USI 401(k) 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
Plan 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 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 our audits 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 C, which was certified by Nationwide Trust Company, FSB, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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, Schedule H, Line 4i - 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 this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Robertson & Robertson, PLLC

Robertson & Robertson, PLLC
Houston, Texas
August 7, 2013

Statements of Net Assets Available for Benefits
USI 401(k) Plan
December 31, 2012 and 2011

	12/31/2012	12/31/2011
Assets:		
Investments, at fair value	$ 3,137,856	$ 2,484,908
Total investments	3,137,856	2,484,908
Contributions receivable:		
Notes receivable from participants	127,465	94,471
Total contributions receivable	127,465	94,471
Total assets	**3,265,321**	**2,579,379**
Liabilities:		
Excess contributions payable to participants	4,657	-
Total liabilities	**4,657**	**-**
Net assets available for benefits	**$ 3,260,664**	**$ 2,579,379**

The accompanying notes are an integral part of these financial statements

Statement of Changes in Net Assets Available for Benefits
USI 401(k) Plan
December 31, 2012

		12/31/2012
Additions:		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$	306,456
Total investment income		306,456
Interest from notes receivable from participants		4,471
Contributions:		
Participants' contributions		456,450
Employer's contributions		107,174
Rollovers		12,922
Total contributions		576,546
Total additions		887,473
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants		195,147
Administrative expenses		11,041
Total deductions		206,188
Net increase		681,285
Net assets available for benefits, beginning of year		2,579,379
Net assets available for benefits, end of year	**$**	**3,260,664**

The accompanying notes are an integral part of these financial statements

Notes to the Financial Statements
USI 401(k) Plan

Note A – Description of the plan

The following brief description of the USI 401(k) Plan ("the Plan") is provided for general information purposes only. The Plan is sponsored by U.S. Imaging, Inc. (the "Plan Sponsor" or "Company"). 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, originally established January 1, 2000, under the name of U.S. Imaging, Inc. Employees Savings Trust Plan. The Plan was restated in its entirety effective January 1, 2010 under the name of USI 401(k) Plan and to conform to recent legislative and regulatory changes. The Plan covers all employees of U.S. Imaging, Inc., East Side Surgery Center, Ford Bend Surgery Center, National Associates for Sleep and US Anesthetic Services PA who have completed three (3) months of service and attained the age of eighteen (18). An employee's entry date is the first day of the Plan year or first day of the seventh month of the Plan year coinciding with or next following the date eligibility requirements are satisfied. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC") and subsequent related amendments and revisions. The Company is the designated administrator of the Plan and Nationwide Trust Company, FSB is the custodian of the Plan responsible for the management and control of the Plan's assets which are held in individual participant investment accounts.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) employer discretionary matching and nonelective profit sharing contributions and (b) Plan earnings (losses) and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employee contributions

Participants may elect to defer a percentage or dollar amount of their salary at each pay period up to the maximum amount allowed for deferral under the IRC. The amount deferred is not subject to federal taxation to the participants until distributions are made from the Plan. Eligible participants may also designate all or a portion of their deferrals as Roth Elective deferrals. Participants who have attained age fifty (50) or older before the end of the tax year are eligible to make catch-up contributions up to the maximum amount allowed for deferral under the IRC. Participants may discontinue their election to contribute at any time. Participants direct the investment of their contributions into various investment options offered by the Plan. Transfers from qualified plans are allowed under the provisions of the Plan. Additional after-tax voluntary contributions are not permitted.

Employer contributions

The Company may make matching contributions per pay period equal to a discretionary percentage, to be determined by the Employer, of the participant's elective deferral. During 2012 and 2011, the Company contributed 25% of the employee's contribution totaling $107,174 and $85,255, respectively.

Additionally, each Plan year the Company may make discretionary nonelective profit sharing contributions in amounts determined by the Company. Profit sharing contributions are allocated to eligible participants based upon the percentage of the participant's compensation to the total compensation of all eligible participants. Eligible participants who are employed on the last day of the Plan year and have met the year of service

requirement share in any discretionary profit sharing contributions. No discretionary nonelective profit sharing contributions were made during the year ended December 31, 2012.

ERISA and the IRC provide that plans such as USI 401(k) Plan cannot discriminate in favor of highly compensated individuals. To comply with these laws, certain highly compensated individuals may receive funds in the year that contributions were made in excess of the IRC Section 401(k) limit and all earnings attributable to such contributions. At December 31, 2012, excess contributions due to participants were $4,657 and were returned by the Plan to the participants on February 15, 2013.

Investment Options

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers investments in shares of publicly traded registered investment companies. Participants may change their investment mix during the year and such changes are subject to the restrictions made by the Company.

Vesting

Participants are fully vested in their voluntary contributions plus actual earnings (losses) thereon. Vesting in the Company's matching and nonelective profit sharing contributions and earnings thereon is based on years of continuous service. A year of service is defined as 1,000 hours of service during any plan year. Additionally, a participant will become fully vested in the Company's contributions account upon reaching normal retirement age or in the event of death or total and permanent disability.

The vesting schedule for Company match and nonelective profit sharing contributions and earnings is determined as follows:

Years of Service:	Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeited accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeited amounts are retained in the Plan and will first be used to pay plan administrative expenses. Any remaining forfeitures resulting from non-vested Employer contributions other than matching contributions and earnings thereon may be used reduce any Employer contributions. Forfeitures resulting from Employer matching contributions will be used to reduce the Employer matching contributions. Forfeited non-vested accounts amounted to $1,221 and $725 at December 31, 2012 and 2011, respectively. During 2012, the Company applied $8,055 from the forfeiture balance to reduce employer contributions. At December 31, 2012, there are $1,221 of forfeitures that have not yet been applied to reduce the Company's contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their account balance, whichever is less. No more than one loan can be outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at 4.25%, which was commensurate with local prevailing rates at the time the loans were initiated. Principal and interest is paid ratably through payroll deductions. All loans must be repaid within five years, unless the loan is used to purchase a primary residence, for which loan terms may range up to ten years.

Payment of Benefits

On termination of employment, disability, death, or normal retirement, a participant or designated beneficiary may elect to receive a lump sum cash distribution equal to the value of the participant's vested account balance, a direct rollover distribution, or a combination of a cash distribution and direct rollover distribution. Participants may defer receipt of distribution until a later date unless their account balance is $5,000 or less. If the vested account balance is $5,000 or less, the Company will direct the Nationwide Trust Company, FSB ("the Custodian") to distribute the vested account balance to the participant, without consent, into an IRA for their benefit.

If an active participant has attained age fifty-nine and one-half (59½), they may elect to withdraw all or a portion of their account while still employed by the Company. Hardship distributions are available to participants who demonstrate an immediate and heavy financial need. In accordance with Internal Revenue Service ("IRS") regulations, participants must exhaust all other assets reasonably available to them prior to obtaining a hardship withdrawal. Participant's deferral contributions to the Plan will be suspended for six (6) months after the receipt of the hardship distribution.

Administrative Expenses

Certain administrative expenses incurred by the Plan are paid by the Company at its discretion, and any Plan expenses not paid by the Company are paid by the Plan such as expenses incurred in connection with the administration of the Plan. Expenses will generally be allocated among the accounts of all participants in the plan proportionately based on the value of the participant's account balances. Specific fees may also be charged directly to a participant's account in response to transactions requested under the Plan. Administrative expenses totaled $11,041 and $9,992 for the year ended December 31, 2012 and 2011, respectively.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting and include all adjustments necessary to present fairly the financial statements of the Plan in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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 the amounts reported in the financial statements and accompanying disclosures. Accordingly, actual results may differ from those estimates.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011.

On July 8, 2013, the FASB issued ASU No. 2013-09, which indefinitely defers the requirements for nonpublic employee benefit plans within the ASU's scope to disclosure quantitative information about significant unobservable inputs used in Level 3 fair value measurements of certain equity investments as prescribed by ASU No. 2011-04. The deferral is effective as of July 8, 2013, for financial statements not yet issued. Accordingly, the adoption of ASU 2011-04 and ASU 2013-09 will not have an impact on the plan's financial statements as of December 31, 2012.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the plan administrator and in the period in which they are deducted, in accordance with salary deferral agreements. Contributions receivable represent amounts not yet deposited into the participants' individual accounts.

Investment valuation and income recognition

Investments are reported at fair value and are measured in accordance with ASC 820. Fair value is the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note D 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 (depreciation) in value of investments includes realized gains and losses on investments bought and sold during the year and unrealized appreciation (depreciation) of investments held at year-end. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments. Management fees and operating expenses charged to the Plan for investments in registered investment companies are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits

Benefits paid to participants are recorded when paid. As of December 31, 2012, there were no amounts allocated to participants who elected to withdraw from the Plan, but have not been paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan Document.

Risks and uncertainties

The Plan provides for various investment options such as shares of registered investment companies. Investments, in general, are exposed to various risks, such as interest rate, credit and overall volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments 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.

Note C - Information Certified by the Custodian(s) (Unaudited) or Investments

At December 31, 2012 and 2011, the Plan's investments were held by Nationwide Trust Company, FSB ("the Custodian"). The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Custodian as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets, as reported by the Custodians is summarized as follows:

	12/31/2012	12/31/2011
Nationwide Inv Dest Mod Inst*	$ 362,191	$ 366,070
Principal High Yield Inst*	222,866	283,675
Vangard Div Growth Inv*	155,040	**
NeuBer Genesis Inst*	**	116,978
Opp Devl Mkt Y*	184,521	134,362
All other investments less than 5%*	2,213,238	1,583,823
	$ 3,137,856	**$ 2,484,908**

* Indicates party-in-interest

** Represents less than five percent (5%) of the Plan's net assets as of December 31

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

		12/31/2012
Fixed income	$	51,760
Balanced/asset allocation		60,934
Large-cap		50,886
Mid-cap		29,142
Small-cap		14,457
International		71,384
Target date retirement		21,640
Specialty		6,970
Money market		(717)
	$	**306,456**

Note D – Fair Value Measurements

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

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered investment companies (mutual funds): Valued at quoted market prices that represent the net asset value ("NAV") of shares held by the plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Fixed income	$ 616,912	$ -	$ -	$ 616,912
Balanced/asset allocation	713,386	-	-	713,386
Large-cap	476,494	-	-	476,494
Mid-cap	341,763	-	-	341,763
Small-cap	134,059	-	-	134,059
International	487,552	-	-	487,552
Target date retirement	-	201,548	-	201,548
Specialty	54,673	-	-	54,673
Money market	111,469	-	-	111,469
	$ 2,936,308	**$ 201,548**	**$ -**	**$ 3,137,856**

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Fixed income	$ 568,041	$ -	$ -	$ 568,041
Balanced/asset allocation	598,843	-	-	598,843
Large-cap	351,975	-	-	351,975
Mid-cap	277,595	-	-	277,595
Small-cap	98,837	-	-	98,837
International	336,009	-	-	336,009
Target date retirement	-	177,061	-	177,061
Specialty	37,243	-	-	37,243
Money market	39,304	-	-	39,304
	$ 2,307,847	**$ 177,061**	**$ -**	**$ 2,484,908**

Note E – Related party transactions

Certain Plan investments are shares of registered investment companies managed by Nationwide Trust Company, FSB who has been designated as the custodian and, therefore, these transactions qualify as party-in-interest transactions. In addition, the Plan has notes receivable from certain of its participants which are

secured by the balances in the participants' accounts. Therefore, related transactions qualify as party-in-interest transactions as defined under ERISA guidelines. Any purchases and sales of these investments are open market transactions at fair market value. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

All other transactions which may be considered party-in-interest transactions relate to normal plan management and administrative services, and the related payment of fees.

Note F - 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 fully (100%) vested and non-forfeitable in the employer contributions allocated to their accounts as of the effective date of termination of the Plan. Should the Plan partially terminate, the account of each participant who is deemed to be affected by the partial termination shall be fully (100%) vested and non-forfeitable as of the effective date of the partial termination. The participant's account shall continue to participate in the earnings credited, expenses charged, any appreciation or depreciation of the investment fund until the vested account is distributed. The vested accounts may be distributed to participants after the effective date of the Plan termination.

Note G - Tax status

The underlying non-standardized prototype profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2012-6 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS non-standardized prototype profit sharing plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax 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 December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan 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.

Note H – Subsequent Events

The Company performed an evaluation of events that have occurred subsequent to the end of the Plan year through the date that the financial statements were available to be issued. As of August 7, 2013, there have been no subsequent events that occurred during such period that would require recognition in the financial statements or would require disclosure in the financial statements.

Supplemental Information

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
USI 401(k) Plan
Employer Identification Number: 65-0683144, PN: 001
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
	Mutual funds:			
*	Nationwide Trust Co., FSB	Amcent Infl Adj Bd Inst	**	$ 25,887
*	Nationwide Trust Co., FSB	AmBcn Intl Eq Inst	**	51,675
*	Nationwide Trust Co., FSB	DFA Emrg Market Cor Inst	**	27,150
*	Nationwide Trust Co., FSB	DodgeCox Intl Stk	**	34
*	Nationwide Trust Co., FSB	Drey Inst Prfrd MnyMkt Prm	**	111,469
*	Nationwide Trust Co., FSB	Fed Ttl Rtn Bd Inst	**	40,768
*	Nationwide Trust Co., FSB	FidAdv RealEst I	**	54,660
*	Nationwide Trust Co., FSB	NW Inv Dest Aggr Inst	**	42,416
*	Nationwide Trust Co., FSB	NW Inv Dest Cnsrv Inst	**	81,831
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Cnsrv Inst	**	118,222
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Aggr Inst	**	108,724
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Inst	**	362,191
*	Nationwide Trust Co., FSB	Invsco Mdcap Cor Eq R5	**	75,292
*	Nationwide Trust Co., FSB	Harbor Intl Inst	**	44,606
*	Nationwide Trust Co., FSB	JPM MdCap Val Inst	**	27,800
*	Nationwide Trust Co., FSB	DWS LgCap Val Inst	**	38,387
*	Nationwide Trust Co., FSB	LrdAbt Devl Gr I	**	63,189
*	Nationwide Trust Co., FSB	MSIF MdCap Gr I	**	47,760
*	Nationwide Trust Co., FSB	MFS Rsrch R4	**	64,815
*	Nationwide Trust Co., FSB	NeuBer Genesis Inst	**	134,806
*	Nationwide Trust Co., FSB	Opp Devl Mkt Y	**	184,521
*	Nationwide Trust Co., FSB	Opp Glbl Y	**	42,280
*	Nationwide Trust Co., FSB	Opp Intl Gr Y	**	41,978
*	Nationwide Trust Co., FSB	Pionr MdCap Val Y	**	35,260
*	Nationwide Trust Co., FSB	Princpl Eq Inc I Inst	**	35,729
*	Nationwide Trust Co., FSB	Prncpl Lgcap Gr Inst	**	57,731
*	Nationwide Trust Co., FSB	Prudntl Hi Yld Z	**	23,095
*	Nationwide Trust Co., FSB	Prncpl Infl Prtc Inst	**	16
*	Nationwide Trust Co., FSB	Prudntl St Cor B Z	**	127,966
*	Nationwide Trust Co., FSB	TRowePr New Hrizns	**	15,305
*	Nationwide Trust Co., FSB	PIMCO Real Return	**	45,184
*	Nationwide Trust Co., FSB	DWS RREEF RealEst Sec Inst	**	14
*	Nationwide Trust Co., FSB	JPM SmCap Val Sel	**	22,322
*	Nationwide Trust Co., FSB	Prncpl Cap App Inst	**	28
*	Nationwide Trust Co., FSB	Prncpl MdCap Gr Inst	**	20,845
*	Nationwide Trust Co., FSB	Prncpl Hi Yld Inst	**	222,866
*	Nationwide Trust Co., FSB	AmFds Cap Wld Bd R6	**	45,899
*	Nationwide Trust Co., FSB	AmFds Gr Fd Am R6	**	48
*	Nationwide Trust Co., FSB	AmFds Am Hi Inc Tr R6	**	3,120
*	Nationwide Trust Co., FSB	AmFds Am Mut R6	**	24
*	Nationwide Trust Co., FSB	AmFds New Econ R6	**	63,763
*	Nationwide Trust Co., FSB	RdgWrth Intmd Bd I	**	19
*	Nationwide Trust Co., FSB	Thrnbrg Intl Val I	**	95,307
*	Nationwide Trust Co., FSB	Vngrd Ttl Bd Mkt Indx Sgnl	**	27,925
*	Nationwide Trust Co., FSB	Vngrd Divd Gr Inv	**	155,040
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtmt 2050	**	32,149
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2040	**	25,016

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
USI 401(k) Plan
Employer Identification Number: 65-0683144, PN: 001
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2035	**	15,402
*	Nationwide Trust Co., FSB	Vngrd SmCap Val Indx Inv	**	33,244
*	Nationwide Trust Co., FSB	Invsco Gr Inc Y	**	60,928
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2010	**	306
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2030	**	6,857
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2045	**	18,651
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt Inc	**	3,245
*	Nationwide Trust Co., FSB	Vngrd ST Invmt Grd Inv	**	8,892
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2025	**	81,110
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2020	**	1,279
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2015	**	17,534
*	Nationwide Trust Co., FSB	LeggMWstrAsInfIn PlsBdInst	**	45,276
	Notes receivable from participants:			
*	Participant Loans	Interest rates of 4.25% with various due dates	-0-	127,465
				$ 3,265,321

* Denotes party-in-interest as defined by ERISA

** Cost information is not required for participant-directed investments and, therefore, is not included.

Information certified as complete and accurate by Nationwide Trust Company, FSB, the Custodian of the Plan, but not audited by the Plan's independent accountant.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► USI 401(k) Plan

Employer Identification Number:► 65-0683144

For plan year (beginning/ending):► 01/01/2012 - 12/31/2012 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	AmCent Infl Adj Bd Inst	Mutual Fund	N/A	25887
	AmCent Infl Adj Bd Inst	Mutual Fund	N/A	51675
	DFA Emrg Mkt Cor Inst	Mutual Fund	N/A	27151
	DodgeCox Intl Stk	Mutual Fund	N/A	35
	Drey Inst Prfrd MnyMkt Prm	Mutual Fund	N/A	111469
	Fed Ttl Rtn Bd Inst	Mutual Fund	N/A	40768
	FidAdv RealEst	Mutual Fund	N/A	54660
	NW Inv Dest Aggr Inst	Mutual Fund	N/A	42417
	NW Inv Des Cnsrv Inst	Mutual Fund	N/A	81831
	NW Inv Dest Mod Cnsrv Inst	Mutual Fund	N/A	118222
	NW Inv Dest Mod Aggr Inst	Mutual Fund	N/A	108724
	NW Inv Dest Mod Inst	Mutual Fund	N/A	362191
	Invsco MdCap Cor Eq Inst	Mutual Fund	N/A	75292
	Harbor Intl Inst	Mutual Fund	N/A	44606
	JPM MdCap Val Inst	Mutual Fund	N/A	27800
	DWS LgCap Val Inst	Mutual Fund	N/A	38387
	LrdAbt Devl Gr I	Mutual Fund	N/A	63189
	MSIF MdCap Gr I	Mutual Fund	N/A	47760
	MFS Rsrch R4	Mutual Fund	N/A	64815
	NeuBer Genesis Inst	Mutual Fund	N/A	134806
	Opp Devl Mkt Y	Mutual Fund	N/A	184521
	Opp Glbl Y	Mutual Fund	N/A	42280
	Opp Int Gr Y	Mutual Fund	N/A	41978
	Pionr MdCap Val	Mutual Fund	N/A	35260
	Prncpl Eq Inc I Inst	Mutual Fund	N/A	35729
	Prncpl LgCap Gr Inst	Mutual Fund	N/A	57731
	Prudntl Hi Yld Z	Mutual Fund	N/A	23095
	Prncpl Infl Prtct Inst	Mutual Fund	N/A	16
	Prudntl St Cor Bd Z	Mutual Fund	N/A	127966
	TRowePr New Hrizns	Mutual Fund	N/A	15305
	PIMCO Real Rtn Inst	Mutual Fund	N/A	45184
	DWS RREEF RealEst Sec Inst	Mutual Fund	N/A	14
	JPM SmCap Val Sel	Mutual Fund	N/A	22322
	Prncpl Cap App Inst	Mutual Fund	N/A	28
	Prncpl MdCap Gr Inst	Mutual Fund	N/A	20845
	Prncpl Hi Yld Inst	Mutual Fund	N/A	222866
	AmFds Cap Wld Bd R6	Mutual Fund	N/A	45899
	AmFds Gr Fd Am R6	Mutual Fund	N/A	48
	AmFds Am Hi Inc Tr R6	Mutual Fund	N/A	3120

	AmFds Am Mut R6	Mutual Fund	N/A	25
	AmFds New Econ R6	Mutual Fund	N/A	63763
	RdgWrth Intmd Rd I	Mutual Fund	N/A	19
	Thrnbrg Intl Val I	Mutual Fund	N/A	95307
	Vngrd Ttl Rd Mkt Indx Sgnl	Mutual Fund	N/A	27925
	Vngrd Divd Gr Inv	Mutual Fund	N/A	155040
	Vngrd Trgt Rtrmt 2050	Mutual Fund	N/A	32149
	Vngrd Trgt Rtrmt 2040	Mutual Fund	N/A	25016
	Vngrd Trgt Rtrmt 2035	Mutual Fund	N/A	15402
	Vngrd SmCap Val Indx Inv	Mutual Fund	N/A	33244
	Invsco Gr Inc Y	Mutual Fund	N/A	60928
	Vngrd Trgt Rtrmt 2010	Mutual Fund	N/A	307
	Vngrd Trgt Rtrmt 2030	Mutual Fund	N/A	6857
	Vngrd Trgt Rtrmt 2045	Mutual Fund	N/A	18651
	Vngrd Trgt Rtrmt Inc	Mutual Fund	N/A	3245
	Vngrd ST Invmt Grd Inv	Mutual Fund	N/A	8891
	Vngrd Trgt Rtrmt 2025	Mutual Fund	N/A	81110
	Vngrd Trgt Rtrmt 2020	Mutual Fund	N/A	1279
	Vngrd Trgt Rtrmt 2015	Mutual Fund	N/A	17534
	LeggMWstrAsInfInd PlsBdInst	Mutual Fund	N/A	45276
	Loans	Participant Loans	N/A	127466