

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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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:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan FOSTER PEPPER PLLC PROFIT SHARING 401(K) PLAN AND TRUST	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1969</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1969	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 01/01/1969					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) FOSTER PEPPER PLLC 1111 3RD AVENUE, SUITE 3400 SEATTLE, WA 98101-3299	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 91-0606972</td> </tr> <tr> <td>2c Sponsor's telephone number 206-447-2819</td> </tr> <tr> <td>2d Business code (see instructions) 541110</td> </tr> </table>	2b Employer Identification Number (EIN) 91-0606972	2c Sponsor's telephone number 206-447-2819	2d Business code (see instructions) 541110	
2b Employer Identification Number (EIN) 91-0606972					
2c Sponsor's telephone number 206-447-2819					
2d Business code (see instructions) 541110					

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.	08/27/2013	SEFIK MUJACIC
	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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address FOSTER PEPPER PLLC 1111 3RD AVENUE, SUITE 3400 SEATTLE, WA 98101-3299		3b Administrator's EIN 91-0606972 3c Administrator's telephone number 206-447-2819
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		5 267
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	256
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	67
d Subtotal. Add lines 6a , 6b , and 6c	6d	327
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	328
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	251
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: 2A 2E 2F 2G 2J 2R 2T 3B 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 FOSTER PEPPER PLLC PROFIT SHARING 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FOSTER PEPPER PLLC	D Employer Identification Number (EIN) 91-0606972	

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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 37 65 71 60	RECORDKEEPER	4963	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

CLARK NUBER

91-1194016

(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?
10	ACCOUNTANT	12217	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

FIRST WASHINGTON CORPORATION

91-0288295

(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?
71	INVESTMENT MANAGER	7153	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
ALZGI NFJ SMCPVL IS - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
COLUMBIA ACORN USA Z - COLUMBIA MGT 04-3156901	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
JANUS FORTY I - JANUS SERVICES LLC 43-1804048	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF MID CAP GRTH I - MORGAN STANLE 13-3799749	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB SOCIALLY RESP I - STATE STREET B 04-0025081	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIM HIGH YIELD INST - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.02%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation PIMCO HIGH YIELD ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.27% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUT </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation PIMCO 1633 BROADWAY NEW YORK, NY 10019 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.02% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUT </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation PIMCO 1633 BROADWAY NEW YORK, NY 10019 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.02% </div> </div>		

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
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.02%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.03%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
HARBOR 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.04%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
NUVEEN FLAGSHIP 333 WEST WACKER DRIVE CHICAGO, IL 60606	16.00	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMERICAN CLASS F2 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	16.00	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMERICAN CLASS F2 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	16.00	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
ROYCE 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	16.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
HARBOR INVESTOR CL 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
GABELLI/WESTWOOD 401 THEODORE FREMD. AVE. RYE, NY 10580	0.35%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.375%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.375%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.375%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PERMANENT PORTFOLIO 600 MONTGOMERY ST. SUITE 4100 SAN FRANCISCO, CA 94111	0.38%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.40%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
T ROWE PRICE ADVISOR 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.40%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
T ROWE PRICE ADVISOR 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.40%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
WELLS FARGO 525 MARKET ST. SAN FRANCISCO, CA 94105	0.40%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MANAGERS 800 CONNECTICUT AVE. NORWALK, CT 06854	0.40%	
(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		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
GRT SEI INVESTMENTS, ONE FREEDOM VALLEY OAKS, PA 19456	0.40%	
(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		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MERGER FUND U.S. BANCORP FUND SERVICES, LLC, MK MILWAUKEE, WI 53202	0.40%	
(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 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
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
SSGA ONE LINCOLN ST.- STATE STREET FINAN BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FRANKLIN TEMPLETON 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	16.00 + 0.25%	

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
HARTFORD	500 BIELENBERG DRIVE WOODBURY, MN 55125	16.00 + 0.25%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
NUVEEN FLAGSHIP	333 WEST WACKER DRIVE CHICAGO, IL 60606	16.00 + 0.25%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
AMERICAN CLASS F	3500 WISEMAN BLVD SAN ANTONIO, TX 78251	16.00 + 0.50%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.	
AMERICAN CLASS F 3500 WISEMAN BLVD SAN ANTONIO, TX 78251	16.00 + 0.50%	
(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:	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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>FOSTER PEPPER PLLC PROFIT SHARING 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOSTER PEPPER PLLC</u>	D Employer Identification Number (EIN) <u>91-0606972</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	4214
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	292240	305795
(2) Participant contributions	1b(2)	43303	27162
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	7331651	7119871
(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)	273147	123897
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1078811	519644
(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)	477372	662294
(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)	44742268	52097748
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	838069

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	54238792	61698694

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	54238792	61698694
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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)	2398775	
(B) Participants	2a(1)(B)	1505131	
(C) Others (including rollovers)	2a(1)(C)	138426	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4042332
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5998	
(B) U.S. Government securities	2b(1)(B)	475	
(C) Corporate debt instruments	2b(1)(C)	1330	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	24456	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		32259
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	32091	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1415144	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1447235
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	729758	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	710591	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		19167
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	133317	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		133317

		(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)		4916866
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10591176

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1043558	
(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)		1043558
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)	10027	
(4) Other	2i(4)	17408	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		27435
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1070993

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9520183
l Transfers of assets:			
(1) To this plan.....	2l(1)		72165
(2) From this plan	2l(2)		2132446

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: CLARK NUBER

(2) EIN: 91-1194016

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.		X	

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

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

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

5b(1) Name of plan(s)

FOSTER PEPPER PLLC NON EQUITY 401(K)

5b(2) EIN(s)	5b(3) PN(s)
91-0606972	002

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>FOSTER PEPPER PLLC PROFIT SHARING 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOSTER PEPPER PLLC</u>	D Employer Identification Number (EIN) <u>91-0606972</u>

Part I	Distributions
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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>04-6568107</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Financial Statements

For the Year Ended December 31, 2012

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Independent Auditors' Report

To the Retirement Plan Committee Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust Seattle, Washington

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust (the 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 (DOL) 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 5, which was certified by Fidelity Management Trust Company, 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.

CLARK NUBER

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's 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. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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 supplementary information, 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.

Clark Nuber PS

Certified Public Accountants
August 23, 2013

Certified Public
Accountants
and Consultants

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

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

	December 31, 2012				
	Participant Directed				
		Non-Fidelity Brokerage Accounts	Total	Non- Participant Directed	Total
	Fidelity				
Assets:					
Investments, at fair value-					
Money market funds	\$ 4,110,086	\$ 920,652	\$ 5,030,738	\$ 2,093,347	\$ 7,124,085
Corporate debt instruments		123,897	123,897		123,897
Common stock		519,644	519,644		519,644
Exchange traded funds	838,069		838,069		838,069
Mutual funds	52,097,748		52,097,748		52,097,748
Total investments, at fair value	57,045,903	1,564,193	58,610,096	2,093,347	60,703,443
Receivables-					
Employer contributions				305,795	305,795
Participant contributions	25,298		25,298	1,864	27,162
Notes receivable from participants	662,294		662,294		662,294
Total receivables	687,592		687,592	307,659	995,251
Net Assets Available for Benefits	\$ 57,733,495	\$ 1,564,193	\$ 59,297,688	\$ 2,401,006	\$ 61,698,694

	December 31, 2011				
	Participant Directed				
		Non-Fidelity Brokerage Accounts	Total	Non- Participant Directed	Total
	Fidelity				
Assets:					
Investments, at fair value-					
Money market funds	\$ 4,294,356	\$ 919,848	\$ 5,214,204	\$ 2,117,447	\$ 7,331,651
Corporate debt instruments	149,072	124,075	273,147		273,147
Common stock	25,428	361,617	387,045		387,045
Exchange traded funds	691,766		691,766		691,766
Mutual funds	44,742,268		44,742,268		44,742,268
Total investments, at fair value	49,902,890	1,405,540	51,308,430	2,117,447	53,425,877
Receivables-					
Employer contributions				292,240	292,240
Participant contributions	43,303		43,303		43,303
Notes receivable from participants	466,690	10,682	477,372		477,372
Total receivables	509,993	10,682	520,675	292,240	812,915
Net Assets Available for Benefits	\$ 50,412,883	\$ 1,416,222	\$ 51,829,105	\$ 2,409,687	\$ 54,238,792

See accompanying notes.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

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

	<i>Participant Directed</i>			<i>Non-Participant Directed</i>	
	<i>Fidelity</i>	<i>Non-Fidelity Brokerage Accounts</i>	<i>Total</i>		<i>Total</i>
Additions to Net Assets:					
Contributions-					
Participant	\$ 1,460,111	\$ 45,020	\$ 1,505,131	\$ -	\$ 1,505,131
Employer profit sharing				2,398,775	2,398,775
Rollover	138,426		138,426		138,426
Total contributions	1,598,537	45,020	1,643,557	2,398,775	4,042,332
Investment income-					
Interest and dividends	1,458,624	18,819	1,477,443	2,051	1,479,494
Net appreciation in fair value of investments	5,043,023	26,327	5,069,350		5,069,350
Net investment income	6,501,647	45,146	6,546,793	2,051	6,548,844
Allocation of prior year employer contribution, net of earnings	2,344,507	65,000	2,409,507	(2,409,507)	
Total Additions to Net Assets	10,444,691	155,166	10,599,857	(8,681)	10,591,176
Deductions from Net Assets:					
Benefits paid to participants	1,043,558		1,043,558		1,043,558
Administrative expenses	20,240	7,195	27,435		27,435
Total Deductions from Net Assets	1,063,798	7,195	1,070,993		1,070,993
Net Increase (Decrease) in Net Assets Available for Benefits before Transfer	9,380,893	147,971	9,528,864	(8,681)	9,520,183
Net transfer of assets from the Plan	(2,060,281)		(2,060,281)		(2,060,281)
Net Increase (Decrease) in Net Assets Assets Available for Benefits	7,320,612	147,971	7,468,583	(8,681)	7,459,902
Net Assets Available for Benefits:					
Beginning of year	50,412,883	1,416,222	51,829,105	2,409,687	54,238,792
End of Year	\$57,733,495	\$ 1,564,193	\$59,297,688	\$ 2,401,006	\$61,698,694

See accompanying notes.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 1 - Plan Description

The following description of the Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a contributory, defined contribution 401(k) profit sharing plan sponsored by Foster Pepper PLLC (the Company). The Plan is intended to qualify under Section 401(k) of the Internal Revenue Code (IRC). The Plan was established January 1, 1969, and covers all employees and partners, except for nonequity attorneys, temporary employees, members of an ineligible collective bargaining unit, leased employees, freelance staff and legal interns. It is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA) and is designed as an ERISA 404(c) Plan. Accordingly, the participants, not the plan fiduciaries, are responsible for investment decisions relating to their account assets under the Plan.

The Company sponsors a separate plan for nonequity attorneys and transfers between this separate plan and the Plan occur as attorneys have changes to their equity status. The net transfer of assets out of the Plan totaled \$2,060,281 in 2012.

The retirement plan committee is responsible for administration of the Plan.

Contributions - Except as discussed below, participants may make payroll deductions of any whole percentage from 1% to 60% of the participant's earnings up to the Internal Revenue Service (IRS) limit. Participants are allowed to defer up to 100% of their compensation in the month of December and for any cash bonuses received. Participants become eligible immediately following their date of hire. A participant who is age 50 or older on or before the last day of the plan year may make catch up contributions up to the IRS limit during such plan year. Participants may also make rollover contributions to their accounts representing distributions from other qualified plans.

The Plan allows participants to make after-tax deferral "ROTH" contributions. Such contributions are subject to existing annual contribution limits prescribed under IRC 402(g). All "ROTH" contributions and earnings thereon are separately identified in the participant account balance records to facilitate compliance with the regulations prescribed for the tax treatment of distributions.

Company contributions are allocated immediately after the plan year end. The allocation is based on a cross-tested allocation formula using a participant group allocation method and is performed by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. Regular employees and equity members are eligible for the company contribution. Associates, income members, and of counsel attorneys (nonequity attorneys) are not eligible to receive the company contribution. Participants are eligible to participate in allocations of company contributions to the Plan on January 1 or July 1 following their completion of one year of service, providing they worked 1,000 hours or more during the plan year and are employed on the last day of the plan year.

Participants' Accounts - Each participant's account is credited with the participant's and the Company's contributions and net plan earnings or losses. 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 vested account.

Vesting - Participants are immediately vested in their voluntary contributions and company contributions plus any earnings or losses thereon.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 1 - Continued

Notes Receivable from Participants - Participants may borrow from their account a minimum of \$1,000 up to a maximum of 50% of their vested account balance or \$50,000, whichever is less. Loans must be repaid pursuant to a level, fixed repayment schedule not to exceed five years unless the loan is used to acquire a principal residence in which case the loan may be repaid over a ten year period. Loans are secured by the balance in the participant's account and bear interest ranging from 4.25% to 9.25%. Principal and interest are paid through payroll deductions. Participants may have up to two loans outstanding at any given time.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The accompanying financial statements have been prepared on the accrual method of accounting in accordance with accounting principles general accepted in the United States of America (GAAP).

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

Purchases and sales 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 in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued interest. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Benefits Paid to Participants - Benefits are recorded when paid. There were no amounts allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid as of December 31, 2012 and 2011.

Investment Management and Administrative Expenses - Investment fund options are subject to investment fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the investment performance of the funds and are not separately disclosed in the accompanying financial statements. Transaction based fees for loan and benefit payment administration are charged directly to participant accounts. The Company pays for the majority of the Plan's other administrative expenses.

Reclassifications - Certain reclassifications were made to the December 31, 2011, financial statements to conform to the 2012 presentation. The reclassifications have no effect on the previously reported change in net assets available for plan benefits or net assets available for plan benefits.

Subsequent Events - The Plan's management has evaluated subsequent events through August 23, 2013, the date on which the Plan's financial statements were available to be issued.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Fair Value Measurements

GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Money Market Funds - Valued at cost plus accrued interest, which approximates fair value.

Corporate Debt Instruments - Valuations incorporate available market information and are primarily based on yields currently available on comparable securities of issuers with similar credit ratings.

Common Stock - Valued at the closing price reported on the active market on which the individual securities are traded.

Exchange Traded Funds - Valued at the closing price reported on the active market on which the individual securities are traded. These funds are required to publish their daily net asset value (NAV) and may transact at a price other than the NAV.

Mutual Funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The valuation methodologies used by the Plan 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's management 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.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	<i>Fair Value Measurements as of December 31, 2012</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market funds-				
Money market funds	\$ 4,903,032	\$ -	\$ -	\$ 4,903,032
Cash	2,221,053			2,221,053
Total money market funds	7,124,085			7,124,085
Corporate debt instruments-				
Certificates of deposit		112,096		112,096
Bonds		11,801		11,801
Total corporate debt instruments		123,897		123,897
Common stock	519,644			519,644
Exchange traded funds	838,069			838,069
Mutual funds-				
Fixed income funds	11,550,675			11,550,675
International funds	5,616,898			5,616,898
Mid/Large cap funds	32,563,048			32,563,048
Small cap funds	2,283,212			2,283,212
Other funds	83,915			83,915
Total mutual funds	52,097,748			52,097,748
	\$ 60,579,546	\$ 123,897	\$ -	\$ 60,703,443

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Continued

	<i>Fair Value Measurements as of December 31, 2011</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market funds-				
Money market funds	\$ 5,004,716	\$ -	\$ -	\$ 5,004,716
Cash	2,326,935			2,326,935
Total money market funds	7,331,651			7,331,651
Corporate debt instruments-				
Certificates of deposit		199,339		199,339
Bonds		73,808		73,808
Total corporate debt instruments		273,147		273,147
Common stock	387,045			387,045
Exchange traded funds	691,766			691,766
Mutual funds-				
Fixed income funds	8,914,766			8,914,766
International funds	5,076,371			5,076,371
Mid/Large cap funds	28,729,849			28,729,849
Small cap funds	1,948,657			1,948,657
Other funds	72,625			72,625
Total mutual funds	44,742,268			44,742,268
	\$ 53,152,730	\$ 273,147	\$ -	\$ 53,425,877

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31:

	<u>2012</u>	<u>2011</u>
Money market funds-		
Fidelity Retirement Money Market	\$ 3,982,422	\$ 4,090,811
Mutual funds-		
Fidelity Contrafund	9,773,176	9,122,587
Fidelity Intermediate Bond	5,037,592	3,682,169
Fidelity Spartan 500 Index	4,860,907	3,715,959
Fidelity Diversified International	4,655,728	4,282,888
Fidelity Low Priced Stock	4,571,855	4,263,872
Fidelity OTC Portfolio	4,166,795	3,643,948

Net appreciation of the Plan's investments during the year ended December 31, 2012, consisted of the following, by investment category:

Mutual funds	\$ 4,953,621
Exchange traded funds	91,868
Common stock	21,638
Corporate debt Instruments	<u>2,223</u>
	<u>\$ 5,069,350</u>

Note 5 - Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan trustee, Fidelity, certified that the following data included in the financial statements and supplementary information is complete and accurate as of December 31:

	<u>2012</u>	<u>2011</u>
Money market accounts	\$ 4,110,086	\$ 4,294,356
Corporate debt instruments		149,072
Common stocks		25,428
Exchange traded funds	838,069	691,766
Mutual funds	52,097,748	44,742,268
Notes receivable from participants	<u>662,294</u>	<u>466,690</u>
	<u>\$ 57,708,197</u>	<u>\$ 50,369,580</u>

***FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST***

***Notes to Financial Statements
For the Year Ended December 31, 2012***

Note 5 - Continued

Fidelity also certified that the following data included in the financial statements is complete and accurate for the year ended December 31, 2012:

Net appreciation in fair value of investments	\$ 5,043,023
Interest and dividends	<u>1,458,624</u>
	<u>\$ 6,501,647</u>

The Plan's independent auditors 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 supplementary information.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds and a money market fund managed by affiliates of Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are recognized as exempt party-in-interest transactions.

Note 7 - Plan Termination

Although it has not expressed intent to do so, the Company may reduce or suspend its contributions and terminate the Plan at any time subject to the provisions of ERISA.

Note 8 - Income Tax Status

The Company adopted a plan under the IRS volume submitter program which received a favorable opinion letter dated March 31, 2008. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 9 - Risks and Uncertainties

The Plan provides for investment in individual securities and various investment fund options, which in turn invest in a combination of stocks, bonds, and other investment securities. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTARY INFORMATION

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

(a)	(b) Identity of Issuer, 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
Money Market Funds:				
*	Fidelity	Retirement Money Market	**	\$ 3,982,422
*	Fidelity	Fidelity Cash Reserves	\$ 2,093,347	2,093,347
	First Washington	Money Market Fund	**	521,122
	Charles Schwab	Money Market Fund	**	399,488
*	Fidelity	Fidelity Cash Reserves	**	127,663
	E Trade Financial	Non-interest bearing cash	**	43
				7,124,085
Corporate Debt Instruments:				
	Morgan Stanley	Certificate of Deposit	**	52,029
	Goldman Sachs	Certificate of Deposit	**	48,220
	Goldman Sachs	Certificate of Deposit	**	11,847
	Stanford University	Corporate Bond	**	11,801
				123,897
Common Stock:				
	MDU Res Group Inc	Common Stock	**	63,720
	Avista Corp	Common Stock	**	60,275
	Northwest National Gas Co.	Common Stock	**	57,460
	Northwestern Corp Com	Common Stock	**	38,203
	Campbell Soup	Common Stock	**	34,890
	Washington Federal	Common Stock	**	33,740
	Metlife	Common Stock	**	32,940
	Caterpillar	Common Stock	**	26,883
	Microsoft Corporation	Common Stock	**	26,710
	Kroger	Common Stock	**	26,020
	General Electric	Common Stock	**	20,990
	Walgreen Company	Common Stock	**	18,505
	Safeway	Common Stock	**	18,090
	General Mills	Common Stock	**	16,168
	Portland General	Common Stock	**	13,680
	Ford	Common Stock	**	12,950
	Pfizer Incorporated	Common Stock	**	12,540
	Biolase Technology Inc.	Common Stock	**	3,435
	IStar Financial Inc.	Common Stock	**	2,445
				519,644
Exchange Traded Funds:				
	S&P 500 Depository Receipt	Exchange Traded Fund	**	326,668
	Vanguard Index FDS Vanguard Mid Cap	Exchange Traded Fund	**	94,483
	Ishares TR Lehman 1-3 Yr Cr. Bd. Fund	Exchange Traded Fund	**	91,929
	Ishares TR MSCI EAFE Index Fund	Exchange Traded Fund	**	90,422
	Vanguard Index FDS Vanguard Small Cap	Exchange Traded Fund	**	63,570
	Ishares TR MSCI Emerging Mkts	Exchange Traded Fund	**	57,467
	Wisdomtree TR Intl Mid Cap Div. Fund	Exchange Traded Fund	**	50,290
	Vanguard Index FDS Formerly Vanguard	Exchange Traded Fund	**	36,233
	Vanguard Sector Index FDS Vanguard	Exchange Traded Fund	**	27,007
				838,069

See independent auditors' report.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

(a)	(b) Identity of Issuer, 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
Mutual Funds:				
*	Fidelity	Contrafund	**	9,773,176
*	Fidelity	Intermediate Bond	**	5,037,592
*	Fidelity	Spartan 500 Index	**	4,860,907
*	Fidelity	Diversified International	**	4,655,728
*	Fidelity	Low Priced Stock	**	4,571,855
*	Fidelity	OTC Portfolio	**	4,166,795
*	Fidelity	PIMCO High Yield Institutional	**	2,957,225
*	Fidelity	U.S. Bond Index Advantage	**	2,604,635
*	Fidelity	ABF Large Cap Value Inst.	**	1,864,280
*	Fidelity	Allnz NFJ Small Cap Value I	**	1,660,726
*	Fidelity	MSIF Mid Cap Growth I	**	1,404,829
*	Fidelity	Freedom K 2025	**	830,959
*	Fidelity	Capital Appreciation	**	788,828
*	Fidelity	Spartan International Index Adv.	**	600,584
*	Fidelity	NB Social Responsive Institutional	**	560,835
*	Fidelity	Freedom K 2020	**	508,204
*	Fidelity	Freedom K 2030	**	505,994
*	Fidelity	Janus Forty I	**	440,508
*	Fidelity	ABF Small Cap Value Instl.	**	373,642
*	Fidelity	Freedom K 2015	**	360,739
	Wells Fargo	Wells Fargo Growth Fund-Investor CI	**	300,668
	Gabelli	Gabelli Equity Income Fund	**	281,971
*	Fidelity	Freedom K 2010	**	261,613
	Managers	Managers Bond	**	235,533
*	Fidelity	Freedom K 2035	**	231,475
	Permanent	Permanent Portfolio FD Inc.	**	199,507
*	Fidelity	Spartan US Equity Index Advantage Class	**	198,080
*	Fidelity	Freedom K 2040	**	181,472
*	Fidelity	Freedom K 2000	**	172,469
*	Fidelity	Columbia Acorn USA	**	151,156
	American	American Europacific Growth Class F2	**	125,106
	T Rowe Price	T Rowe Price Equity Income	**	110,464
	Harbor	Harbor International	**	106,915
*	Fidelity	Spartan Real Estate Index	**	97,263
*	Fidelity	Spartan Extended Market Index	**	94,083
*	Fidelity	Spartan Emerging Markets Index	**	86,697
	SSGA	SSGA Tuckerman Active Reit	**	83,915
	PIMCO	PIMCO Foreign Bond Fund CI D	**	66,338
	PIMCO	PIMCO Income FD CL D	**	56,692
	Fidelity	Value	**	55,572
*	Fidelity	Fidelity High Income	**	41,883
	PIMCO	PIMCO Commodity Real Return Inst.	**	34,654
	Templeton	Templeton Global Bond Class A	**	34,174
	Harbor	Harbor International Investor Shares	**	31,135
	Royce	Royce Total Return Fund	**	28,900
	Nuveen	Nuveen Large Cap Growth Opportunity	**	28,538
	Merger	Merger Fund	**	27,978
	T Rowe Price	T Rowe Price Equity Income Advisor CI	**	27,225

See independent auditors' report.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

(a)	(b) Identity of Issuer, 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
Mutual Funds (Continued):				
*	Fidelity	Freedom K Income	**	26,394
	Hartford	Hartford Small Company Class A	**	24,081
	Fidelity	GRT Value Advisor CL	**	21,004
	American	American Capital World Bond Fund F2	**	20,421
	PIMCO	PIMCO Commodity Real Return Class D	**	19,436
	PIMCO	PIMCO Total Return	**	19,303
*	Fidelity	Freedom K 2045	**	17,122
	Royce	Royce Total Return Service Class	**	12,293
*	Fidelity	Small Cap Retirement	**	11,411
	American	American Europacific Growth Class F	**	10,732
	PIMCO	PIMCO Low Duration	**	10,730
	American	American Capital World Bond Fund Class F	**	10,133
	Nuveen	Nuveen Large Cap Growth Opport. Class A	**	6,566
*	Fidelity	Freedom K 2050	**	2,377
	PIMCO	PIMCO Total Return Class D	**	2,221
	T Rowe Price	T Rowe Price Real Estate Advance Class	**	1,987
	PIMCO	PIMCO Low Duration Class D	**	1,337
*	Fidelity	Freedom K 2005	**	683
				52,097,748
Participant Loans:				
*	Participant Loans	Rates from 4.25 - 9.25%, maturing through 2021	- 0 -	662,294
				662,294
				\$ 61,365,737

* Party-in-interest as defined by section 3(14) of ERISA

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Financial Statements

For the Year Ended December 31, 2012

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Independent Auditors' Report

To the Retirement Plan Committee Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust Seattle, Washington

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust (the 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 (DOL) 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 5, which was certified by Fidelity Management Trust Company, 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.

CLARK NUBER

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's 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. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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 supplementary information, 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.

Clark Nuber PS

Certified Public Accountants
August 23, 2013

Certified Public
Accountants
and Consultants

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

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

December 31, 2012					
	Participant Directed				
		Non-Fidelity Brokerage Accounts	Total	Non-Participant Directed	Total
Fidelity					
Assets:					
Investments, at fair value-					
Money market funds	\$ 4,110,086	\$ 920,652	\$ 5,030,738	\$ 2,093,347	\$ 7,124,085
Corporate debt instruments		123,897	123,897		123,897
Common stock		519,644	519,644		519,644
Exchange traded funds	838,069		838,069		838,069
Mutual funds	52,097,748		52,097,748		52,097,748
Total investments, at fair value	57,045,903	1,564,193	58,610,096	2,093,347	60,703,443
Receivables-					
Employer contributions				305,795	305,795
Participant contributions	25,298		25,298	1,864	27,162
Notes receivable from participants	662,294		662,294		662,294
Total receivables	687,592		687,592	307,659	995,251
Net Assets Available for Benefits	\$ 57,733,495	\$ 1,564,193	\$ 59,297,688	\$ 2,401,006	\$ 61,698,694
December 31, 2011					
	Participant Directed				
		Non-Fidelity Brokerage Accounts	Total	Non-Participant Directed	Total
Fidelity					
Assets:					
Investments, at fair value-					
Money market funds	\$ 4,294,356	\$ 919,848	\$ 5,214,204	\$ 2,117,447	\$ 7,331,651
Corporate debt instruments	149,072	124,075	273,147		273,147
Common stock	25,428	361,617	387,045		387,045
Exchange traded funds	691,766		691,766		691,766
Mutual funds	44,742,268		44,742,268		44,742,268
Total investments, at fair value	49,902,890	1,405,540	51,308,430	2,117,447	53,425,877
Receivables-					
Employer contributions				292,240	292,240
Participant contributions	43,303		43,303		43,303
Notes receivable from participants	466,690	10,682	477,372		477,372
Total receivables	509,993	10,682	520,675	292,240	812,915
Net Assets Available for Benefits	\$ 50,412,883	\$ 1,416,222	\$ 51,829,105	\$ 2,409,687	\$ 54,238,792

See accompanying notes.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

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

	<i>Participant Directed</i>			<i>Non-Participant Directed</i>	
	<i>Fidelity</i>	<i>Non-Fidelity Brokerage Accounts</i>	<i>Total</i>		<i>Total</i>
Additions to Net Assets:					
Contributions-					
Participant	\$ 1,460,111	\$ 45,020	\$ 1,505,131	\$ -	\$ 1,505,131
Employer profit sharing				2,398,775	2,398,775
Rollover	138,426		138,426		138,426
Total contributions	1,598,537	45,020	1,643,557	2,398,775	4,042,332
Investment income-					
Interest and dividends	1,458,624	18,819	1,477,443	2,051	1,479,494
Net appreciation in fair value of investments	5,043,023	26,327	5,069,350		5,069,350
Net investment income	6,501,647	45,146	6,546,793	2,051	6,548,844
Allocation of prior year employer contribution, net of earnings	2,344,507	65,000	2,409,507	(2,409,507)	
Total Additions to Net Assets	10,444,691	155,166	10,599,857	(8,681)	10,591,176
Deductions from Net Assets:					
Benefits paid to participants	1,043,558		1,043,558		1,043,558
Administrative expenses	20,240	7,195	27,435		27,435
Total Deductions from Net Assets	1,063,798	7,195	1,070,993		1,070,993
Net Increase (Decrease) in Net Assets Available for Benefits before Transfer	9,380,893	147,971	9,528,864	(8,681)	9,520,183
Net transfer of assets from the Plan	(2,060,281)		(2,060,281)		(2,060,281)
Net Increase (Decrease) in Net Assets Assets Available for Benefits	7,320,612	147,971	7,468,583	(8,681)	7,459,902
Net Assets Available for Benefits:					
Beginning of year	50,412,883	1,416,222	51,829,105	2,409,687	54,238,792
End of Year	\$ 57,733,495	\$ 1,564,193	\$ 59,297,688	\$ 2,401,006	\$ 61,698,694

See accompanying notes.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 1 - Plan Description

The following description of the Foster Pepper PLLC Profit Sharing 401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a contributory, defined contribution 401(k) profit sharing plan sponsored by Foster Pepper PLLC (the Company). The Plan is intended to qualify under Section 401(k) of the Internal Revenue Code (IRC). The Plan was established January 1, 1969, and covers all employees and partners, except for nonequity attorneys, temporary employees, members of an ineligible collective bargaining unit, leased employees, freelance staff and legal interns. It is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA) and is designed as an ERISA 404(c) Plan. Accordingly, the participants, not the plan fiduciaries, are responsible for investment decisions relating to their account assets under the Plan.

The Company sponsors a separate plan for nonequity attorneys and transfers between this separate plan and the Plan occur as attorneys have changes to their equity status. The net transfer of assets out of the Plan totaled \$2,060,281 in 2012.

The retirement plan committee is responsible for administration of the Plan.

Contributions - Except as discussed below, participants may make payroll deductions of any whole percentage from 1% to 60% of the participant's earnings up to the Internal Revenue Service (IRS) limit. Participants are allowed to defer up to 100% of their compensation in the month of December and for any cash bonuses received. Participants become eligible immediately following their date of hire. A participant who is age 50 or older on or before the last day of the plan year may make catch up contributions up to the IRS limit during such plan year. Participants may also make rollover contributions to their accounts representing distributions from other qualified plans.

The Plan allows participants to make after-tax deferral "ROTH" contributions. Such contributions are subject to existing annual contribution limits prescribed under IRC 402(g). All "ROTH" contributions and earnings thereon are separately identified in the participant account balance records to facilitate compliance with the regulations prescribed for the tax treatment of distributions.

Company contributions are allocated immediately after the plan year end. The allocation is based on a cross-tested allocation formula using a participant group allocation method and is performed by Fidelity Management Trust Company (Fidelity), the trustee of the Plan. Regular employees and equity members are eligible for the company contribution. Associates, income members, and of counsel attorneys (nonequity attorneys) are not eligible to receive the company contribution. Participants are eligible to participate in allocations of company contributions to the Plan on January 1 or July 1 following their completion of one year of service, providing they worked 1,000 hours or more during the plan year and are employed on the last day of the plan year.

Participants' Accounts - Each participant's account is credited with the participant's and the Company's contributions and net plan earnings or losses. 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 vested account.

Vesting - Participants are immediately vested in their voluntary contributions and company contributions plus any earnings or losses thereon.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 1 - Continued

Notes Receivable from Participants - Participants may borrow from their account a minimum of \$1,000 up to a maximum of 50% of their vested account balance or \$50,000, whichever is less. Loans must be repaid pursuant to a level, fixed repayment schedule not to exceed five years unless the loan is used to acquire a principal residence in which case the loan may be repaid over a ten year period. Loans are secured by the balance in the participant's account and bear interest ranging from 4.25% to 9.25%. Principal and interest are paid through payroll deductions. Participants may have up to two loans outstanding at any given time.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The accompanying financial statements have been prepared on the accrual method of accounting in accordance with accounting principles general accepted in the United States of America (GAAP).

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

Purchases and sales 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 in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued interest. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Benefits Paid to Participants - Benefits are recorded when paid. There were no amounts allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid as of December 31, 2012 and 2011.

Investment Management and Administrative Expenses - Investment fund options are subject to investment fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the investment performance of the funds and are not separately disclosed in the accompanying financial statements. Transaction based fees for loan and benefit payment administration are charged directly to participant accounts. The Company pays for the majority of the Plan's other administrative expenses.

Reclassifications - Certain reclassifications were made to the December 31, 2011, financial statements to conform to the 2012 presentation. The reclassifications have no effect on the previously reported change in net assets available for plan benefits or net assets available for plan benefits.

Subsequent Events - The Plan's management has evaluated subsequent events through August 23, 2013, the date on which the Plan's financial statements were available to be issued.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Fair Value Measurements

GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Money Market Funds - Valued at cost plus accrued interest, which approximates fair value.

Corporate Debt Instruments - Valuations incorporate available market information and are primarily based on yields currently available on comparable securities of issuers with similar credit ratings.

Common Stock - Valued at the closing price reported on the active market on which the individual securities are traded.

Exchange Traded Funds - Valued at the closing price reported on the active market on which the individual securities are traded. These funds are required to publish their daily net asset value (NAV) and may transact at a price other than the NAV.

Mutual Funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The valuation methodologies used by the Plan 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's management 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.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	<i>Fair Value Measurements as of December 31, 2012</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market funds-				
Money market funds	\$ 4,903,032	\$ -	\$ -	\$ 4,903,032
Cash	2,221,053			2,221,053
Total money market funds	7,124,085			7,124,085
Corporate debt instruments-				
Certificates of deposit		112,096		112,096
Bonds		11,801		11,801
Total corporate debt instruments		123,897		123,897
Common stock	519,644			519,644
Exchange traded funds	838,069			838,069
Mutual funds-				
Fixed income funds	11,550,675			11,550,675
International funds	5,616,898			5,616,898
Mid/Large cap funds	32,563,048			32,563,048
Small cap funds	2,283,212			2,283,212
Other funds	83,915			83,915
Total mutual funds	52,097,748			52,097,748
	\$ 60,579,546	\$ 123,897	\$ -	\$ 60,703,443

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 3 - Continued

	<i>Fair Value Measurements as of December 31, 2011</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Money market funds-				
Money market funds	\$ 5,004,716	\$ -	\$ -	\$ 5,004,716
Cash	2,326,935			2,326,935
Total money market funds	7,331,651			7,331,651
Corporate debt instruments-				
Certificates of deposit		199,339		199,339
Bonds		73,808		73,808
Total corporate debt instruments		273,147		273,147
Common stock	387,045			387,045
Exchange traded funds	691,766			691,766
Mutual funds-				
Fixed income funds	8,914,766			8,914,766
International funds	5,076,371			5,076,371
Mid/Large cap funds	28,729,849			28,729,849
Small cap funds	1,948,657			1,948,657
Other funds	72,625			72,625
Total mutual funds	44,742,268			44,742,268
	\$ 53,152,730	\$ 273,147	\$ -	\$ 53,425,877

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Notes to Financial Statements
For the Year Ended December 31, 2012

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31:

	<u>2012</u>	<u>2011</u>
Money market funds-		
Fidelity Retirement Money Market	\$ 3,982,422	\$ 4,090,811
Mutual funds-		
Fidelity Contrafund	9,773,176	9,122,587
Fidelity Intermediate Bond	5,037,592	3,682,169
Fidelity Spartan 500 Index	4,860,907	3,715,959
Fidelity Diversified International	4,655,728	4,282,888
Fidelity Low Priced Stock	4,571,855	4,263,872
Fidelity OTC Portfolio	4,166,795	3,643,948

Net appreciation of the Plan's investments during the year ended December 31, 2012, consisted of the following, by investment category:

Mutual funds	\$ 4,953,621
Exchange traded funds	91,868
Common stock	21,638
Corporate debt Instruments	<u>2,223</u>
	<u>\$ 5,069,350</u>

Note 5 - Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan trustee, Fidelity, certified that the following data included in the financial statements and supplementary information is complete and accurate as of December 31:

	<u>2012</u>	<u>2011</u>
Money market accounts	\$ 4,110,086	\$ 4,294,356
Corporate debt instruments		149,072
Common stocks		25,428
Exchange traded funds	838,069	691,766
Mutual funds	52,097,748	44,742,268
Notes receivable from participants	<u>662,294</u>	<u>466,690</u>
	<u>\$ 57,708,197</u>	<u>\$ 50,369,580</u>

***FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST***

***Notes to Financial Statements
For the Year Ended December 31, 2012***

Note 5 - Continued

Fidelity also certified that the following data included in the financial statements is complete and accurate for the year ended December 31, 2012:

Net appreciation in fair value of investments	\$ 5,043,023
Interest and dividends	<u>1,458,624</u>
	<u>\$ 6,501,647</u>

The Plan's independent auditors 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 supplementary information.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds and a money market fund managed by affiliates of Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are recognized as exempt party-in-interest transactions.

Note 7 - Plan Termination

Although it has not expressed intent to do so, the Company may reduce or suspend its contributions and terminate the Plan at any time subject to the provisions of ERISA.

Note 8 - Income Tax Status

The Company adopted a plan under the IRS volume submitter program which received a favorable opinion letter dated March 31, 2008. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 9 - Risks and Uncertainties

The Plan provides for investment in individual securities and various investment fund options, which in turn invest in a combination of stocks, bonds, and other investment securities. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTARY INFORMATION

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

(a)	(b) Identity of Issuer, 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
Money Market Funds:				
*	Fidelity	Retirement Money Market	**	\$ 3,982,422
*	Fidelity	Fidelity Cash Reserves	\$ 2,093,347	2,093,347
	First Washington	Money Market Fund	**	521,122
	Charles Schwab	Money Market Fund	**	399,488
*	Fidelity	Fidelity Cash Reserves	**	127,663
	E Trade Financial	Non-interest bearing cash	**	43
				7,124,085
Corporate Debt Instruments:				
	Morgan Stanley	Certificate of Deposit	**	52,029
	Goldman Sachs	Certificate of Deposit	**	48,220
	Goldman Sachs	Certificate of Deposit	**	11,847
	Stanford University	Corporate Bond	**	11,801
				123,897
Common Stock:				
	MDU Res Group Inc	Common Stock	**	63,720
	Avista Corp	Common Stock	**	60,275
	Northwest National Gas Co.	Common Stock	**	57,460
	Northwestern Corp Com	Common Stock	**	38,203
	Campbell Soup	Common Stock	**	34,890
	Washington Federal	Common Stock	**	33,740
	Metlife	Common Stock	**	32,940
	Caterpillar	Common Stock	**	26,883
	Microsoft Corporation	Common Stock	**	26,710
	Kroger	Common Stock	**	26,020
	General Electric	Common Stock	**	20,990
	Walgreen Company	Common Stock	**	18,505
	Safeway	Common Stock	**	18,090
	General Mills	Common Stock	**	16,168
	Portland General	Common Stock	**	13,680
	Ford	Common Stock	**	12,950
	Pfizer Incorporated	Common Stock	**	12,540
	Biolase Technology Inc.	Common Stock	**	3,435
	IStar Financial Inc.	Common Stock	**	2,445
				519,644
Exchange Traded Funds:				
	S&P 500 Depository Receipt	Exchange Traded Fund	**	326,668
	Vanguard Index FDS Vanguard Mid Cap	Exchange Traded Fund	**	94,483
	Ishares TR Lehman 1-3 Yr Cr. Bd. Fund	Exchange Traded Fund	**	91,929
	Ishares TR MSCI EAFE Index Fund	Exchange Traded Fund	**	90,422
	Vanguard Index FDS Vanguard Small Cap	Exchange Traded Fund	**	63,570
	Ishares TR MSCI Emerging Mkts	Exchange Traded Fund	**	57,467
	Wisdomtree TR Intl Mid Cap Div. Fund	Exchange Traded Fund	**	50,290
	Vanguard Index FDS Formerly Vanguard	Exchange Traded Fund	**	36,233
	Vanguard Sector Index FDS Vanguard	Exchange Traded Fund	**	27,007
				838,069

See independent auditors' report.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

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Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

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Mutual Funds:				
*	Fidelity	Contrafund	**	9,773,176
*	Fidelity	Intermediate Bond	**	5,037,592
*	Fidelity	Spartan 500 Index	**	4,860,907
*	Fidelity	Diversified International	**	4,655,728
*	Fidelity	Low Priced Stock	**	4,571,855
*	Fidelity	OTC Portfolio	**	4,166,795
*	Fidelity	PIMCO High Yield Institutional	**	2,957,225
*	Fidelity	U.S. Bond Index Advantage	**	2,604,635
*	Fidelity	ABF Large Cap Value Inst.	**	1,864,280
*	Fidelity	Allnz NFJ Small Cap Value I	**	1,660,726
*	Fidelity	MSIF Mid Cap Growth I	**	1,404,829
*	Fidelity	Freedom K 2025	**	830,959
*	Fidelity	Capital Appreciation	**	788,828
*	Fidelity	Spartan International Index Adv.	**	600,584
*	Fidelity	NB Social Responsive Institutional	**	560,835
*	Fidelity	Freedom K 2020	**	508,204
*	Fidelity	Freedom K 2030	**	505,994
*	Fidelity	Janus Forty I	**	440,508
*	Fidelity	ABF Small Cap Value Instl.	**	373,642
*	Fidelity	Freedom K 2015	**	360,739
	Wells Fargo	Wells Fargo Growth Fund-Investor CI	**	300,668
	Gabelli	Gabelli Equity Income Fund	**	281,971
*	Fidelity	Freedom K 2010	**	261,613
	Managers	Managers Bond	**	235,533
*	Fidelity	Freedom K 2035	**	231,475
	Permanent	Permanent Portfolio FD Inc.	**	199,507
*	Fidelity	Spartan US Equity Index Advantage Class	**	198,080
*	Fidelity	Freedom K 2040	**	181,472
*	Fidelity	Freedom K 2000	**	172,469
*	Fidelity	Columbia Acorn USA	**	151,156
	American	American Europacific Growth Class F2	**	125,106
	T Rowe Price	T Rowe Price Equity Income	**	110,464
	Harbor	Harbor International	**	106,915
*	Fidelity	Spartan Real Estate Index	**	97,263
*	Fidelity	Spartan Extended Market Index	**	94,083
*	Fidelity	Spartan Emerging Markets Index	**	86,697
	SSGA	SSGA Tuckerman Active Reit	**	83,915
	PIMCO	PIMCO Foreign Bond Fund CI D	**	66,338
	PIMCO	PIMCO Income FD CL D	**	56,692
	Fidelity	Value	**	55,572
*	Fidelity	Fidelity High Income	**	41,883
	PIMCO	PIMCO Commodity Real Return Inst.	**	34,654
	Templeton	Templeton Global Bond Class A	**	34,174
	Harbor	Harbor International Investor Shares	**	31,135
	Royce	Royce Total Return Fund	**	28,900
	Nuveen	Nuveen Large Cap Growth Opportunity	**	28,538
	Merger	Merger Fund	**	27,978
	T Rowe Price	T Rowe Price Equity Income Advisor CI	**	27,225

See independent auditors' report.

FOSTER PEPPER PLLC
PROFIT SHARING 401(k) PLAN AND TRUST

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Foster Pepper PLLC

EIN: 91-0606972

Plan No.: 001

(a)	(b) Identity of Issuer, 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
Mutual Funds (Continued):				
*	Fidelity	Freedom K Income	**	26,394
	Hartford	Hartford Small Company Class A	**	24,081
	Fidelity	GRT Value Advisor CL	**	21,004
	American	American Capital World Bond Fund F2	**	20,421
	PIMCO	PIMCO Commodity Real Return Class D	**	19,436
	PIMCO	PIMCO Total Return	**	19,303
*	Fidelity	Freedom K 2045	**	17,122
	Royce	Royce Total Return Service Class	**	12,293
*	Fidelity	Small Cap Retirement	**	11,411
	American	American Europacific Growth Class F	**	10,732
	PIMCO	PIMCO Low Duration	**	10,730
	American	American Capital World Bond Fund Class F	**	10,133
	Nuveen	Nuveen Large Cap Growth Opport. Class A	**	6,566
*	Fidelity	Freedom K 2050	**	2,377
	PIMCO	PIMCO Total Return Class D	**	2,221
	T Rowe Price	T Rowe Price Real Estate Advance Class	**	1,987
	PIMCO	PIMCO Low Duration Class D	**	1,337
*	Fidelity	Freedom K 2005	**	683
				52,097,748
Participant Loans:				
*	Participant Loans	Rates from 4.25 - 9.25%, maturing through 2021	- 0 -	662,294
				662,294
				\$ 61,365,737

* Party-in-interest as defined by section 3(14) of ERISA

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.