

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☒ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>SEIU/DISTRICT 1199 401-K RETIREMENT PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>01/01/2007</u>		
1b Three-digit plan number (PN) ►	<u>001</u>						
1c Effective date of plan	<u>01/01/2007</u>						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SEIU/DISTRICT 1199</u> <u>1395 DUBLIN ROAD</u> <u>COLUMBUS, OH 43215</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>55-0603480</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>614-461-1199</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>813930</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>55-0603480</u>	2c Sponsor's telephone number	<u>614-461-1199</u>	2d Business code (see instructions)	<u>813930</u>
2b Employer Identification Number (EIN)	<u>55-0603480</u>						
2c Sponsor's telephone number	<u>614-461-1199</u>						
2d Business code (see instructions)	<u>813930</u>						

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/12/2013</u>	<u>BECKY WILLIAMS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address SEIU/DISTRICT 1199 1395 DUBLIN ROAD COLUMBUS, OH 43215		3b Administrator's EIN 55-0603480
		3c Administrator's telephone number 614-461-1199
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		5 266
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	266
d Subtotal. Add lines 6a , 6b , and 6c	6d	266
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	266
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	266
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7 4
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SEIU/DISTRICT 1199 401-K RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SEIU/DISTRICT 1199	D Employer Identification Number (EIN) 55-0603480	

	Part I	Asset and Liability Statement
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.	
	Assets	(a) Beginning of Year (b) End of Year
a	Total noninterest-bearing cash	1a
b	Receivables (less allowance for doubtful accounts):	
(1)	Employer contributions	1b(1)
(2)	Participant contributions	1b(2)
(3)	Other	1b(3)
c	General investments:	
(1)	Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)
(2)	U.S. Government securities	1c(2)
(3)	Corporate debt instruments (other than employer securities):	
(A)	Preferred	1c(3)(A)
(B)	All other	1c(3)(B)
(4)	Corporate stocks (other than employer securities):	
(A)	Preferred	1c(4)(A)
(B)	Common	1c(4)(B)
(5)	Partnership/joint venture interests	1c(5)
(6)	Real estate (other than employer real property)	1c(6)
(7)	Loans (other than to participants)	1c(7)
(8)	Participant loans	1c(8)
(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)
(14)	Value of funds held in insurance company general account (unallocated contracts)	1c(14)
(15)	Other	1c(15)

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	132292	131964

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	132292	131964
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		0

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	328	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		328
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		328

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-328
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLARUS PARTNERS

(2) EIN: 26-1347383

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		53455
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?		X	
4e			
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	
4f			
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	
4g			
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	
4h			
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	
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year

☒ Yes ☐ No Amount:

0

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SEIU/ DISTRICT 1199

401-K RETIREMENT PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION

December 31, 2012 and 2011

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Independent Auditors' Report

To the Plan Administrator and Participants of
SEIU/ District 1199 401-K Retirement Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the SEIU/ District 1199 401-K Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in the notes to the financial statements, which was certified by Nationwide Trust Company, the Custodian 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 Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

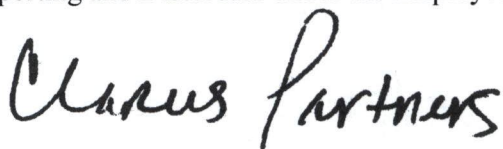
The supplemental schedule of assets (held at end of year) for the years ended December 31, 2012 and 2011 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

The supplemental schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2012 and 2011, discloses that the audit discovered participant withholdings that were not remitted to the Plan in a timely manner.

As discussed in the notes to the financial statements, the Plan Administrator decided to terminate the Plan effective December 31, 2009. In accordance with accounting principles generally accepted in the United States of America, the Plan's financial statements have been prepared using the liquidation basis of accounting.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Custodian, 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.

A handwritten signature in black ink that reads "Charles Partners". The signature is written in a cursive, flowing style.

Columbus, Ohio
September 9, 2013

SEIU/ District 1199 401-K Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value:		
Pooled separate accounts	<u>\$ -</u>	<u>\$ 328</u>
Receivables:		
Participants' notes receivable	-	-
Participants' contributions	258	258
Employer's contributions	212	212
Corrective contributions	<u>131,494</u>	<u>131,494</u>
Total receivables	<u>131,964</u>	<u>131,964</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 131,964</u></u>	 <u><u>\$ 132,292</u></u>

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

SEIU/ District 1199 401-K Retirement Plan

Statements of Changes in Net Assets Available for Benefits

For the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to Net Assets Attributed to:		
Corrective contribution	\$ -	\$ -
Net appreciation (depreciation) in fair value of investments	-	(14)
Total investment income (loss)	-	(14)
Participants' contributions	-	-
Employer's contributions	-	-
Total contributions	-	-
Total additions	-	(14)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	-	2,171
Administrative expenses	328	376
Total deductions	328	2,547
Net (decrease)	(328)	(2,561)
Net Assets Available for Benefits:		
Beginning of Year	<u>132,292</u>	<u>134,853</u>
End of Year	<u><u>\$ 131,964</u></u>	<u><u>\$ 132,292</u></u>

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

SEIU/ DISTRICT 1199 401-K RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Plan Description

The following description of SEIU/ District 1199 (Plan Sponsor) 401-K Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established as a result of collective bargaining agreements (CBA) between the Arbors at Toledo, Arbors of Waterville, Ridgewood Manor and Spring Meadows (Employers) and the Plan Sponsor. The Plan was established on March 20, 2007 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a defined contribution plan, covering all active employees of the Employers who are represented by the CBA. Participants are considered eligible to participate in the Plan when they have completed two months of service, and are age 18 or older.

The Plan is sponsored and administered by SEIU. The assets of the Plan are held and invested by Nationwide Trust Company (the Custodian).

Plan Termination

On December 14, 2009, the Plan Sponsor signed a resolution to terminate the Plan effective December 31, 2009.

Contributions

Each year, participants may authorize payroll deductions up to 100% of compensation as before-tax or after-tax contributions. Participants who have attained age 50, before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Beginning July 1, 2007, the Employers elected to make matching safe harbor contributions between 75% and 100% of the first 4% of compensation of all eligible participants. Participants and Employers were not permitted to make contributions after December 31, 2009.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution, (b) Plan earnings and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested in their accounts.

Notes to Financial Statements

December 31, 2012 and 2011

Plan Description (continued)

Investment Options

A participant may direct contributions in any of the investment funds offered by the Plan. Participants may change their investment options at any time.

Notes Receivable from Participants

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

Payment of Benefits

A participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account upon termination of service due to separation of service, death, disability, retirement or other reasons.

Summary of Significant Accounting Policies

Basis of Accounting

As a result of the termination, the Plan changes its basis of accounting from the accrual basis to the liquidation basis. There were no material changes to the financial statements as a result of this change in accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make estimates and assumptions, such as fair value of investments, interest on participant receivables, and corrective contributions, that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Fair Value Measurements footnote for discussion of fair value measurements.

Net appreciation (depreciation) in fair value of investments is reflected in the statements of changes in net assets available for benefits and includes realized gains and losses on investments bought and sold and the change in appreciation (depreciation) from one period to the next.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes to Financial Statements

December 31, 2012 and 2011

Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan Sponsor or the participant, as provided by the Plan agreement.

Recently Adopted Accounting Pronouncements

FASB issued ASU No. 2010-25 that requires participant loans to be reclassified as a note receivable to the Plan, and measured at the unpaid principal balance plus any accrued interest. Previous guidance required the participant loans to be classified as a Plan investment and measured at fair value. The guidance is effective for Plan years ending after December 15, 2010 and must be applied retrospectively.

Subsequent Events

The Plan Sponsor evaluated subsequent events through September 9, 2013, the date the financial statements were issued.

Notes to Financial Statements

December 31, 2012 and 2011

Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures establishes a framework for measuring fair value which 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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, 2011.

Pooled separate account: Valued at the unit value of shares of an insurance company held by the Plan at year-end. The unit value is based on the fair value of the underlying investments held by the pooled separate account. Participant transactions (issuances and redemptions) may occur daily. Were the Plan to initiate a full redemption of the account, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

SEIU/ DISTRICT 1199 401-K RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Fair Value Measurements (continued)

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

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

	Investments at fair value as of 12/31/2011			
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts				
Money Market	\$ -	\$ 328	\$ -	\$ 328
Total Investments	<u>\$ -</u>	<u>\$ 328</u>	<u>\$ -</u>	<u>\$ 328</u>

There were no significant transfers between level 1 and level 2 investments during the year ending December 31, 2011.

Information Prepared and Certified by the Custodian

The Custodian certified to the completeness and accuracy of the following related to the aforementioned investments for the year ending December 31, 2011: Unrealized depreciation of \$14.

Related Party Transactions

Certain Plan investments are shares of pooled separate accounts managed by Nationwide Trust Company. Nationwide Trust Company is the Custodian as defined by the Plan and qualifies as a party-in-interest.

Tax Status

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter specific to the Plan itself; however, the Plan Sponsor believes that the Plan is being terminated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Notes to Financial Statements

December 31, 2012 and 2011

Plan Termination

The Plan was terminated effective December 31, 2009. The Plan participants are fully vested in their accounts and there will not be any assets of the Plan paid to the Employers or Plan Sponsor. Final distributions and transfers were commenced in the Plan year 2010 and are expected to be fully distributed in 2013.

Risks and Uncertainties

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

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements.

Voluntary Correction

During 2007, 2008 and 2009, the Employers were in violation of the Plan's enrollment policy of allowing eligible participants the opportunity to participate in the Plan. Certain Employers remitted participant contributions to the Plan late and did not withhold compensation as described in the Plan document. Additionally, certain Employers did not make the required matching contribution. The financial statements reflect a receivable from the Plan Sponsor for the resolution of the compliance matter with the DOL. The Plan Sponsor believes the matters identified for remediation would not cause the Plan to be disqualified by the IRS; therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan Sponsor will make a contribution of \$131,494 to self-correct these operational errors.

SUPPLEMENTAL INFORMATION

SEIU/ District 1199 401-K Retirement Plan

EIN: #55-0603480 PLAN: #001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**

December 31, 2011

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	Current (e) Value
*	NW Money Market Prime Rate	Money Market Fund	\$ 328
			<u>\$ 328</u>

* Denotes a party-in-interest

** Historical cost is not required as all investments are participant directed

SEIU/ District 1199 401-K Retirement Plan
EIN: #55-0603480 PLAN: #001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2012

Line 4a - Schedule of Delinquent Participant Contributions				
Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 53,455	\$ -	\$ 53,455	\$ -	\$ -

SEIU/ District 1199 401-K Retirement Plan

EIN: #55-0603480 PLAN: #001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2011

Line 4a - Schedule of Delinquent Participant Contributions				
Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 53,455	\$ -	\$ 53,455	\$ -	\$ -

SEIU/ District 1199 401-K Retirement Plan
EIN: #55-0603480 PLAN: #001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2012

Line 4a - Schedule of Delinquent Participant Contributions				
Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 53,455	\$ -	\$ 53,455	\$ -	\$ -