

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>WESTCON GROUP NORTH AMERICA, INC. 401(K) PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1998</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WESTCON GROUP NORTH AMERICA, INC.</u> <u>520 WHITE PLAINS ROAD</u> <u>SUITE 100</u> <u>TARRYTOWN, NY 10591-5167</u>	2b Employer Identification Number (EIN) <u>13-3911669</u> 2c Sponsor's telephone number <u>914-829-7000</u> 2d Business code (see instructions) <u>423400</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>09/18/2013</u>	<u>ANTHONY PIETROSANTI</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 584
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	493
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	115
d Subtotal. Add lines 6a , 6b , and 6c	6d	608
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	610
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	580
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	36
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H 3F		
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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan WESTCON GROUP NORTH AMERICA, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCON GROUP NORTH AMERICA, INC.	D Employer Identification Number (EIN) 13-3911669	

Part I	Service Provider Information (see instructions)
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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
BANK OF AMERICA
94-1687665

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 15 52 59 60 62 63 72	RECORDKEEPER	3200	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>WESTCON GROUP NORTH AMERICA, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>WESTCON GROUP NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-3911669</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3258913</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ML EQUITY INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN <u>22-6575237-014</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) 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 WESTCON GROUP NORTH AMERICA, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCON GROUP NORTH AMERICA, INC.		D Employer Identification Number (EIN) 13-3911669

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	100	100
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	286	980
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	669290	750550
(9) Value of interest in common/collective trusts.....	1c(9)	3076149	3258913
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	21829204	26640549
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	25575029	30651092

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	25575029	30651092
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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)	1343534	
(B) Participants	2a(1)(B)	2570597	
(C) Others (including rollovers)	2a(1)(C)	271953	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4186084

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	39927	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		39927

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	822803	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		822803

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(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)		115786
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		2287936
c Other income.....	2c		2248
d Total income. Add all income amounts in column (b) and enter total.....	2d		7454784

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2219659	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2219659
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		60320
h Interest expense.....	2h		0
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)	98742	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		98742
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2378721

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5076063
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: MCGUIGAN TOMBS & COMPANY, PC

(2) EIN: 22-3149014

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>WESTCON GROUP NORTH AMERICA, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTCON GROUP NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-3911669</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

WESTCON GROUP NORTH AMERICA, INC.
401(k) PROFIT SHARING PLAN

*For the Years Ended
December 31, 2012 and 2011*

MEMBER AICPA DIVISION FOR CPA FIRMS * PRIVATE COMPANY PRACTICE SECTION*
EMPLOYEE BENEFIT PLAN AUDIT QUALITY CENTER



WESTCON GROUP NORTH AMERICA, INC.
401(k) PROFIT SHARING PLAN

For the Years Ended December 31, 2012 and 2011

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Note: The accompanying financial statements have been prepared for the purpose of filing with Department of Labor Form 5500. Supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, other than the schedules listed above, are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

Trustees of Westcon Group North America, Inc.
401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westcon Group North America, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment Purposes at December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

McGuigan Tombs & Company PC

McGuigan Tombs and Company, P.C.
Certified Public Accountants

July 31, 2013
Manasquan, New Jersey



WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

ASSETS	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Investments at fair value:		
Bank of America, N.A.	\$ 29,994,078	\$ 24,964,822
Cash	1,080	386
Participants' contributions receivable	57,978	40,737
Employer contributions receivable	51,730	43,549
Notes receivable from participants	<u>750,550</u>	<u>669,290</u>
Total receivables	861,338	753,962
Net assets reflecting all investments at fair value	\$ 30,855,416	\$ 25,718,784
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(94,616)</u>	<u>(59,469)</u>
Net assets available for benefits	<u>\$ 30,760,800</u>	<u>\$ 25,659,315</u>

See accompanying notes to financial statements

WESTCON GROUP NORTH AMERICA, INC.
401(k) PROFIT SHARING PLAN
Statements of Changes in Net Assets Available for Benefits

	<u>For the year ended</u> <u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 822,810	\$ 401,016
Other income	2,250	72,555
Net appreciation/(depreciation) of assets	<u>2,400,255</u>	<u>(459,738)</u>
Total investment income	3,225,315	13,833
Interest on notes receivable from participants	39,927	40,899
Contributions:		
Participants'	2,587,838	2,387,349
Employer's	1,351,715	1,255,568
Participants' rollovers	271,953	193,968
Forfeitures	<u>60,004</u>	<u>52,155</u>
Total contributions	<u>4,271,510</u>	<u>3,889,040</u>
Total additions	<u>7,536,752</u>	<u>3,943,772</u>
Deductions from net assets attributed to:		
Benefits paid to participants	2,279,979	3,833,154
Forfeitures	152,087	52,155
Fees and adjustments	<u>3,201</u>	<u>40,201</u>
Total deductions	<u>2,435,267</u>	<u>3,925,510</u>
Net increase in assets available for benefits	5,101,485	18,262
Net assets available for benefits— Beginning of year	<u>25,659,315</u>	<u>25,641,053</u>
Net assets available for benefits— End of year	<u>\$ 30,760,800</u>	<u>\$25,659,315</u>

See accompanying notes to financial statements

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of Plan

The following description of the Westcon Group North America, Inc. ("WGNA") 401(k) Profit Sharing Plan ("the Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions:

General

The Plan is a defined contribution plan that is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a 401(k) salary deferred profit sharing plan covering all full-time employees in the United States of America, except those covered under a collective bargaining agreement. There is no age or length of service requirement to be eligible to participate in the plan. Employees hired after January 1, 2008, are automatically enrolled in the Plan at 3% of annual earnings unless they affirmatively opt out.

Contributions

A participating employee may contribute a percentage of eligible compensation, not to exceed the annual limit of the lesser of 60% of eligible compensation or limits established by the Internal Revenue Code of 1986 ("IRC"), as amended. The maximum pre-tax participant contribution allowed during 2012 and 2011 was \$17,000 and \$16,500 respectively. The Plan allows employees who are contributing to the Plan who have attained age 50 to make catch-up contributions in accordance with IRC Section 414(v).

The Company match is 100% of the first 4% of pre-tax compensation deferred by each participant to comply with the safe harbor provisions of the Internal Revenue Code. Prior to 2011, the employer was able to make a basic matching contribution on behalf of each Participant in an amount equal to the percentage declared for the contribution period, if any, by either a resolution of the Board of Directors of WGNA passed at a meeting duly convened or by unanimous written consent of the Directors of WGNA. This Resolution was limited the deferral contributions matched to a specified percentage of compensation or limit the amount of the match to a specified dollar amount. Employees must defer a portion of their payroll to receive the match.

In addition to the above match, the employer may make a discretionary profit sharing contribution to the plan in an amount to be determined by the WGNA Board of Directors at plan year end. Participants must complete at least 1,000 hours of service during the plan year and be employed as of the last day of the plan year to be eligible to receive any profit sharing contribution that may be made for that plan year. There was no discretionary profit sharing contribution for the plan year ended December 31, 2012 and 2011.

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of Plan (cont'd)

Excess contributions

Excess deferral contributions received from 53 participants during 2010 amounted to \$107,770, and were returned in March of 2011, to these active participants to satisfy the relevant nondiscrimination provisions of the Plan. There were no excess deferral contributions in 2011.

Participant accounts

Each participant's account is credited with the participant's salary reduction contribution, the employer's matching contribution, and allocations of (a) the employer's discretionary contribution, (b) Plan earnings and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined.

Investment income is reinvested in the same fund in which it was earned. Net Plan earnings are allocated to each participant's account, on a daily basis, based upon the earnings (or losses) of the particular fund or funds in which the participant's account is invested.

Vesting

Participants are immediately vested in their contributions and employer safe harbor contributions plus actual earnings thereon and, upon attainment of age 65, death, disability, retirement, or termination of the Plan are 100% vested in employer contributions. Employer profit sharing contributions vest to the participants based upon years of service. A participant is credited with 100% vesting on a 6 year graded scale of 20% per year beginning on the second anniversary.

Notes receivable from participants

Participants may borrow from their vested interest in their fund accounts. The amount shall not exceed the lesser of \$50,000 or 50% of the participant's vested interest. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan fund. Loan terms range from 1-5 years unless the loan is for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with current market interest rates. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum payment, or in annual installments not exceeding the life expectancy of the participant, or the participant's beneficiary, if the participant has died. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 1 - Description of Plan (cont'd)

Forfeited accounts

If a participant elects to withdraw his or her entire account balance from the Plan prior to becoming vested, any employer profit sharing contributions and investment earnings thereon in their account are forfeited. At December 31, 2012 and 2011, forfeited nonvested accounts totaled approximately \$116,000 and \$158,000, respectively. These accounts will be used to reduce future employer contributions and to pay Plan expenses. Employer contributions were reduced from forfeited nonvested accounts by approximately \$95,500 and \$31,600 in 2012 and 2011, respectively.

Investment options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in any increment in various investment options offered by the Plan. The Plan currently offers various mutual funds and common trust fund investment options.

Participants may change their investment options at any time.

Note 2 - Summary of significant accounting policies

Basis of accounting

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

Use of estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires that management make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Plan assets

All assets of the Plan were maintained in trust and the transactions were executed by Fidelity Investments (the "Custodian"). Fidelity Management Trust Company served as trustee of the Plan and performed certain recordkeeping and administrative functions for the Plan. Effective August 1, 2011, all assets of the Plan are maintained in trust and the transactions are executed by Bank of America, N.A. (the "Custodian"). Bank of America, N.A. serves as trustee of the Plan and performs certain recordkeeping and administrative functions for the Plan. The information reported to the Plan and certified by the Custodians is as follows: Plan investments, income earned on investments, contributions, benefits paid to participants, schedules of investments held and reportable transactions.

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (cont'd)

Investments

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted prices in an active market, which represent the net asset value of shares held by the Plan at year end. Participant notes receivable are valued at their outstanding unpaid principal balances, plus accrued interest, which approximates fair value. Purchases and sales of specific investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

The Plan had an investment in the Managed Income Portfolio, a common trust fund of Fidelity, which included benefit-responsive investment contracts. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions plus earnings, less participant withdrawals and administrative expenses. Upon transfer to Bank of America, N.A., any redemption fees covered under this asset were funded prior to liquidation from the Plan's forfeiture account.

During 2011, the Plan added an option offering participants the option of investing in Wells Fargo Stable Return Fund which includes benefit-responsive investment contracts. The statement of assets available for benefits present the fair value of the Wells Fargo Stable Return Fund and the adjustment from fair value to contract value.

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 recorded as distributions to participants.

Payment of benefits

Benefit payments to participants are recorded upon distribution.

Administrative expenses

All trustee and recordkeeping expenses related to the administration of the Plan are paid entirely by the Plan, unless they are paid by the Company.

Reclassification

Certain prior year amounts have been reclassified to conform with current year presentation.

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (cont'd)

Subsequent events

FASB Accounting Standards Codification (ASC) 855 requires interim and annual disclosure of the date through which subsequent events have been evaluated, as well as whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. The Company evaluated subsequent events through the time of the report date on July 31, 2013, no disclosure is necessary.

Note 3 - Fair value measurement

ASC topic 820, "Fair Value Measurements and Disclosures" provides a framework for measuring fair value. That framework defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

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, 2012 and 2011.

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 net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

WESTCON GROUP NORTH AMERICA, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

Note 3 - Fair value measurement (cont'd)

Collective trusts: Valued at the NAV units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser 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.

The fair values of investments as of December 31, 2012 are summarized in the table below:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Large growth funds	\$ 9,605,753	\$ -	\$ -	\$ 9,605,753
Small growth funds	293,121	-	-	293,121
Fixed income funds	5,491,855	-	-	5,491,855
Index funds	1,233,051	-	-	1,233,051
Mid-cap growth funds	899,944	-	-	899,944
Equity funds	4,830,097	-	-	4,830,097
Foreign growth funds	4,286,728	-	-	4,286,728
Common/collective trusts				
Fixed income funds	-	3,353,529	-	3,353,529
	<u>\$ 26,640,549</u>	<u>\$ 3,353,529</u>	<u>\$ -</u>	<u>\$ 29,994,078</u>

The fair values of investments as of December 31, 2011 are summarized in the table below:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Large growth funds	\$ 8,440,689	\$ -	\$ -	\$ 8,440,689
Small growth funds	254,519	-	-	254,519
Fixed income funds	5,233,194	-	-	5,233,194
Mid-cap growth funds	878,207	-	-	878,207
Equity funds	3,823,567	-	-	3,823,567
Foreign growth funds	3,199,028	-	-	3,199,028
Common/collective trusts				
Fixed income funds	-	3,135,618	-	3,135,618
	<u>\$ 21,829,204</u>	<u>\$ 3,135,618</u>	<u>\$ -</u>	<u>\$ 24,964,822</u>

The following presents the fair value of investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets:

WESTCON GROUP NORTH AMERICA, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

Note 3 - Fair value measurement (cont'd)

	<u>2012</u>	<u>2011</u>
Bank of America, N.A.		
Wells Fargo Stable Return Fund	\$ 2,814,508	1,902,458
American Cent Growth FD CL A	3,474,602	2,731,729
Invesco Van Kampen Growth A	1,546,386	1,578,077
Oppenheimer Int'l Growth F CL A	2,887,339	2,432,997
PIMCO Total Return Fund CL A	3,465,824	2,916,162
Goldman Sachs Mid Cap Val A	3,762,673	3,224,613
Davis NY Venture FD Cl A		4,018,281
3,750,900		

The net investment income for the Plan is summarized below:

	For the year ended December 31,	
	<u>2012</u>	<u>2011</u>
Interest and dividends	<u>\$ 822,810</u>	<u>\$ 401,016</u>

Net appreciation/(depreciation) in fair value of investments:

	For the year ended December 31,	
	<u>2012</u>	<u>2011</u>
Shares of registered investment companies	<u>\$ 2,400,255</u>	<u>\$ (459,738)</u>

Note 4 - Information certified by the trustee (Unaudited)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, included in the Plan's financial statements and supplemental schedule that was prepared by or derived from information prepared by Bank of America, N.A. for 2012 and 2011, and Fidelity Investments for 2011, the trustees of the Plan, respectively, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustees that such information is complete and accurate.

	December 31,	
	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Common/collective trusts	\$ 3,353,529	\$ 3,135,618
Shares of registered investment companies	<u>26,640,549</u>	<u>21,829,204</u>
Total investments, at fair value	\$ 29,994,078	\$ 24,964,822
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(94,616)</u>	<u>(59,469)</u>
Total investments	<u>\$ 29,899,462</u>	<u>\$ 24,905,353</u>

WESTCON GROUP NORTH AMERICA, INC.

401(K) PROFIT SHARING PLAN

Notes to Financial Statements

Note 4 - Information certified by the trustee (Unaudited) (cont'd)

In addition, all investment information, except for the fair value of the investments in the Wells Fargo Stable Return Funds, included in Note 3 and the supplemental schedule were provided and certified by the trustees.

Note 5 - Plan termination

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

Note 6 - Related party transactions

Certain Plan investments are units of a common trust fund managed by Bank of America, N.A. Prior to August 1, 2011, Fidelity Management Trust Company was the trustee of the plan. Effective August 1, 2011, Bank of America, N.A. is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services to Bank of America, N.A. and Fidelity amounted to \$3,201 and \$8,644 for the years ended December 31, 2012 and 2011, respectively.

Note 7 - Party-in-interest transactions

Westcon Group North America, Inc. provides the Plan with certain accounting and administrative services for which no fees are charged. The plan allows for administrative costs to be paid by the plan sponsor or absorbed through the forfeiture account. Certain costs are paid by the sponsor directly.

Participants in the Plan are permitted to borrow funds from their vested balance as described in Note 1. These transactions qualify as party in interest transactions.

Note 8 - Tax status

Bank of America, N.A. and Fidelity Management and Research Company have obtained a determination letter dated March 31, 2008 in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

Plan management is required to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not to be sustained upon examination by the IRS. The tax positions taken by the Plan have been analyzed and, as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008. The Plan is subject to routine audits by

WESTCON GROUP NORTH AMERICA, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

Note 8 - Tax status (cont'd)

taxing jurisdictions. During 2012, the Internal Revenue Service conducted an examination of the Plan for the 2010 Plan year. This examination was completed on August 7, 2012 and the return was accepted as filed with no adjustments necessary.

Note 9 - Reconciliation of financial statements to schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Schedule H of Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 30,760,800	\$ 25,659,315
Less:		
Participants' contributions receivable	(57,978)	(40,737)
Employer contributions receivable	<u>(51,730)</u>	<u>(43,549)</u>
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 30,651,092</u>	<u>\$ 25,575,029</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

	<u>2012</u>	<u>2011</u>
Increase in net assets available for benefits per the financial statements	\$ 5,101,485	\$ 18,262
Add adjustment from fair value to contract value for fully benefit-responsive investment contracts during the year, net	-	(9,413)
Less participants' contributions receivable, net	(17,241)	(3,058)
Less employer contributions receivable, net	(8,181)	(25,912)
Excess contributions payable, net (Note 1)	<u>-</u>	<u>(107,770)</u>
Net income/(loss) per Schedule H of Form 5500	<u>\$ 5,076,063</u>	<u>\$ (127,891)</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2011 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$ 3,833,154
Excess contributions payable, net (Note 1)	<u>107,770</u>
Benefits paid to participants per Schedule H of Form 5500	<u>\$ 3,940,924</u>

WESTCON GROUP NORTH AMERICA, INC.

401(K) PROFIT SHARING PLAN

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

December 31, 2012

Note 9 - Reconciliation of financial statements to schedule H of Form 5500 (cont'd)

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

Note 10 - Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rates, 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 the amounts reported in financial statements.

SUPPLEMENTAL INFORMATION

WESTCON GROUP NORTH AMERICA, INC.**401(K) PROFIT SHARING PLAN**

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

December 31, 2012

EIN: 13-3911669

Plan No. 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
Bank of America, N.A. Investments - Participant Directed Assets				
	Common/Collective Trusts			
	Wells Fargo Stable Return Fund	26,415 shares		\$ 2,814,508
	Wells Fargo Stable Return Fund	5,060 shares		<u>539,021</u>
	Total Common/Collective Trusts			3,353,529
	Mutual Funds			
	Columbia Mid Cap Growth Fund A	29,825 shares		768,304
	Columbia Mid Cap Growth A Gm	5,110 shares		131,640
	American Cent Growth Fund Cl A	131,613 shares		3,474,602
	American Cent Growth Fund Cl A	8,938 shares		235,955
	Invesco Van Kampen Growth A	73,848 shares		1,546,386
	Invesco Van Kampen Growth Gm A	15,785 shares		330,529
	Blackrock Infl Prot A	15,402 shares		183,596
	Blackrock Infl Prot A Gm	47,939 shares		571,431
	MFS International Value Fund A	21,727 shares		587,501
	MFS International Value Fund A Gm	17,184 shares		464,650
	Oppenheimer International Growth Fund Cl A	93,502 shares		2,887,339
	Oppenheimer International Growth Fund A Gm	11,245 shares		347,238
	PIMCO Total Return Fund Cl A	308,347 shares		3,465,824
	PIMCO Total Return Fund Cl A Gm	113,079 shares		1,271,004
	Black Rock S&P500 Index I	40,239 shares		700,969
	Black Rock S&P 500 Index I GM	30,544 shares		532,082
	Prudential Jennison Small Comp	13,074 shares		293,121
	Goldman Sachs Mid Cap Value A	96,405 shares		3,762,673
	Goldman Sachs Mid Cap Value A Gm	4,606 shares		179,773
	Delaware Small Cap Value Fund Cl A	17,756 shares		720,898
	Delaware Small Cap Value Fund Cl A Gm	4,107 shares		166,753
	Davis NY Venture Fund	115,534 shares		<u>4,018,281</u>
	Total Registered Investment Funds			<u>26,640,549</u>
	Total Bank of America, N.A. investments			<u>29,994,078</u>
*	Notes receivable from participants	4.00%-7.25%		<u>750,550</u>
	Total investments at fair value			<u>\$ 30,744,628</u>

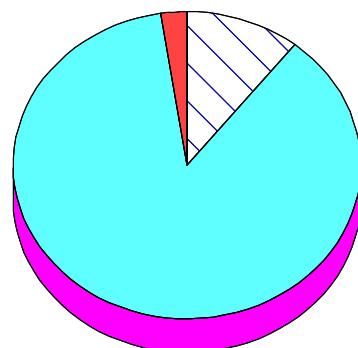
*Indicates a party-in-interest

**Not required as the Plan is participant directed

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

WESTCON GROUP NORTH AMERICA INC
401K PROFIT SHARING PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



10.63% COMMON / COLLECTIVE TRUSTS
2.45% LOANS
0.00% UNINVESTED CASH
0.00% CASH

86.92% MUTUAL FUNDS
0.00% PENDING SETTLEMENT FUNDS
0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
WELLS FARGO STABLE RETURN FUND	26,415.2121	103.540	2,687,955.74	2,735,031.06	8.92%
WELLS FARGO STABLE RETURN FUND	5,059.7096	103.540	514,521.36	523,882.33	1.71%
TOTAL COMMON / COLLECTIVE TRUSTS			3,202,477.10	3,258,913.39	10.63%
<u>MUTUAL FUNDS</u>					
COLUMBIA MID CAP GROWTH FUND A	29,825.4533	25.760	806,369.62	768,303.68	2.51%
COLUMBIA MID CAP GROWTH A GM	5,110.2506	25.760	134,020.20	131,640.06	0.43%
AMERICAN CENT GRWTH FD CL A	131,613.7023	26.400	3,437,001.67	3,474,601.74	11.34%
AMERICAN CENT GRWTH FD CL A	8,937.6963	26.400	234,894.20	235,955.18	0.77%
INVESCO GRWTH AND INCOME CL A	73,848.4433	20.940	1,422,760.70	1,546,386.40	5.05%
INVESCO GRWTH AND INC CL A GM	15,784.5740	20.940	307,547.91	330,528.98	1.08%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

WESTCON GROUP NORTH AMERICA INC
401K PROFIT SHARING PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
BLACKROCK INFL PROT A	15,402.3490	11.920	180,975.16	183,596.00	0.60%
BLACKROCK INFL PROT A GM	47,938.8080	11.920	555,633.26	571,430.59	1.86%
MFS INTERNATIONAL VALUE FD A	21,727.1060	27.040	544,156.79	587,500.95	1.92%
MFS INTERNATIONAL VAL FD A GM	17,183.8167	27.040	440,645.77	464,650.40	1.52%
OPPENHEIMER INTL GROWTH F CL A	93,501.9116	30.880	2,702,203.69	2,887,339.03	9.42%
OPPENHEIMER INTL GRW F A GM	11,244.7498	30.880	319,327.32	347,237.87	1.13%
PIMCO TOTAL RETURN FUND CL A	308,347.3246	11.240	3,442,866.10	3,465,823.93	11.31%
PIMCO TOT RET FD CL A GM	113,078.6314	11.240	1,265,103.23	1,271,003.82	4.15%
BLACKROCK S&P500 INDEX I	40,239.3445	17.420	681,463.57	700,969.38	2.29%
BLACKROCK S&P500 INDEX I GM	30,544.3238	17.420	517,556.69	532,082.12	1.74%
PRUDENTIAL JENNISON SMALL COMP	10,545.8397	22.420	217,990.64	236,437.73	0.77%
PRUDENTIAL JENNISON SMALL COMP	2,528.2241	22.420	52,760.33	56,682.78	0.18%
GOLDMAN SACHS MID CAP VAL A	96,404.6410	39.030	3,472,553.53	3,762,673.14	12.28%
GOLDMAN SACHS MID CAP VAL A GM	4,606.0248	39.030	165,144.86	179,773.15	0.59%
DELAWARE SM CAP VALUE FD CL A	17,756.1038	40.600	664,566.84	720,897.81	2.35%
DELAWARE SM CAP VAL FD CL A GM	4,107.2260	40.600	156,989.31	166,753.38	0.54%
DAVIS NY VENTURE FD CL A	115,534.2387	34.780	3,973,066.13	4,018,280.82	13.11%
TOTAL MUTUAL FUNDS			25,695,597.52	26,640,548.94	86.92%
<u>LOANS</u>					
LOAN FUND	750,549.9500	1.000	750,549.95	750,549.95	2.45%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

WESTCON GROUP NORTH AMERICA INC
401K PROFIT SHARING PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>PENDING SETTLEMENT FUNDS</u>					
PENDING SETTLEMENT FUND	100.0000	1.000	100.00	100.00	0.00%
INVESTMENT TOTAL			29,648,724.57	30,650,112.28	100.00%
UNINVESTED CASH			0.06	0.06	0.00%
ACCRUED INCOME			0.02	0.02	0.00%
CASH			979.89	979.89	0.00%
TOTAL ASSETS			29,649,704.54	30,651,092.25	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades